

Edgar Filing: PENN SCOTT - Form 4

PENN SCOTT  
Form 4  
January 24, 2003

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FORM 4  
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/ / CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).  
(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
Section 17(a) of the Public Utility Holding Company Act of 1935  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Penn Scott Weight Watchers International, Inc. --

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year X  
c/o Weight Watchers International, Inc. 01/23/03 V  
175 Crossways Park West  
-----  
(Street) 7.  
5. If Amendment, Date of Original (Month/Day/Year) X  
Woodbury New York 11797

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
|                                 |                                      |                                                    | Code V                         | Amount (A) or (D) Price                                           |                                                                                            |
| Common Stock, no par value      | 01/23/03                             |                                                    | M                              | 65,875 A \$2.125                                                  | 291,492                                                                                    |
| Common Stock, no par value      | 01/23/03                             |                                                    | M                              | 16,469 A \$2.125                                                  | 87,583                                                                                     |

## FORM 4 (CONTINUED)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Required to be Deposited in the Account<br>(Instr. 9) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|------------------------------------------------------------------------------------------|
|                                               |                                                        |                                         |                                                       |                                   |                                                                                          |

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------|
|                                                               |                                            |                                                                                         |                                                                                    |                                                        |

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(Instr. 4)

| Title | Amount or<br>Number of<br>Shares |
|-------|----------------------------------|
|-------|----------------------------------|

|                               |        |        |   |                   |
|-------------------------------|--------|--------|---|-------------------|
| Common Stock,<br>no par value | 65,875 | 32,937 | D |                   |
| Common Stock,<br>no par value | 16,469 | 8,235  | I | Through<br>Spouse |

/s/ S

Reminder: Report on a separate line for each class of securities beneficially owned directly or i

\* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, SEE Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Explanation of Responses:

Note 1: Options for 94,107 shares were granted to Mr. Penn on December 17, 1999 that vest on the following schedule: 10% on December 17, 1999; 15% on December 30, 2000; 20% on December 29, 2001; 20% on December 28, 2008; 20% on January 3, 2003; and 15% on January 1, 2004. Options for 188,215 shares were granted on December 17, 1999 that, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on December 30, 2000; 25% on December 29, 2001; 25% on December 28, 2002; 12.5% on January 3, 2003; and 12.5% on January 1, 2004.

Note 2: Options for 70,581 shares were granted on December 17, 1999 to the spouse of Mr. Penn. 23,527 of these options vest on the following schedule: 10% on December 17, 1999; 15% on December 30, 2000; 20% on December 29, 2001; 20% on December 28, 2002; 20% on January 3, 2003; and 15% on January 1, 2004. 47,054 of these options, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on December 30, 2000; 25% on December 29, 2001; 25% on December 28,

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2002; 12.5% on January 3, 2003; and 12.5% on January 1, 2004.