KIRWAN WILLIAM E

Form 4

November 17, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KIRWAN WILLIAM E

2. Issuer Name and Ticker or Trading

Symbol

WENDYS INTERNATIONAL INC

[WEN]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

11/15/2004

X_ Director 10% Owner Other (specify

Officer (give title below)

WENDY'S INTERNATIONAL, INC., P. O. BOX 256

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DUBLIN, OH 43017-0256

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

3. 4. Securities 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Common Stock

(Instr. 3)

Code V Amount (D) Price

3,280 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

Edgar Filing: KIRWAN WILLIAM E - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and		7. Title and Amount of		8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4	,				
					and 5)					
									Amount	
						.	.		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)			Shares	
Phantom	\$ 0 (1)	11/15/2004		A(2)	198	(3)	(3)	Common	198	\$ 35.89
Stock	Ψ 0 ==	11/13/2001		· •	170			Stock	170	Ψ 33.03

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KIRWAN WILLIAM E

WENDY'S INTERNATIONAL, INC.
P. O. BOX 256

DUBLIN, OH 43017-0256

Signatures

DANA KLEIN, ATTORNEY IN FACT

11/17/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) EACH SHARE OF PHANTOM STOCK IS PAYABLE IN 1 SHARE OF COMMON STOCK OF THE ISSUER.
- (2) REFLECTS SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF THE ISSUER'S DEFERRED COMPENSATION PLAN.

REFLECTS PHANTOM STOCK ACQUIRED THROUGH PARTICIPATION IN ISSUER'S DEFERRED COMPENSATION PLAN. PHANTOM STOCK IS PAYABLE IN COMMON STOCK NOT EARLIER THAN SIX MONTHS AFTER TERMINATION OF

(3) REPORTING PERSON'S EMPLOYMENT. NOTE: SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF A RESTRICTED STOCK AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.

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.

Reporting Owners 2