WENDYS INTERNATIONAL INC

Form 4

August 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHUESSLER JOHN T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WENDYS INTERNATIONAL INC [WEN]

(Check all applicable)

CHAIRMAN, C.E.O. & PRESIDENT

OMB

Number:

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response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

WENDY'S INTERNATIONAL,

(First)

INC., P. O. BOX 256

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

08/03/2005

X Director 10% Owner _X__ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

DUBLIN, OH 43017-0256

- ',	Person								
(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	Owned
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 or Disposed of (Instr. 3, 4	f (D) and 5)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/03/2005		M	8,002	A	\$ 27.125	142,918	D	
Common Stock	08/03/2005		M	8,002	A	\$ 27.125	150,920	D	
Common Stock	08/03/2005		M	8,002	A	\$ 27.125	158,922	D	
Common Stock	08/03/2005		M	8,003	A	\$ 27.125	166,925	D	
Common Stock	08/03/2005		M	9,985	A	\$ 30.8438	176,910	D	

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Common Stock	08/03/2005	M	9,986	A	\$ 30.8438	186,896	D	
Common Stock	08/03/2005	M	9,985	A	\$ 30.8438	196,881	D	
Common Stock	08/03/2005	M	9,986	A	\$ 30.8438	206,867	D	
Common Stock	08/03/2005	M	14,319	A	\$ 23.0313	221,186	D	
Common Stock	08/03/2005	M	17,823	A	\$ 17.875	239,009	D	
Common Stock (1)	08/03/2005	S(2)	104,093	D	\$ 51.5275	134,916	D	
Common Stock						74,118	I	BY TRUST

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

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SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/03/2005		M	17,823	08/01/2004	07/31/2010	Common Stock	17,
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	14,319	05/02/2004	05/01/2010	Common Stock	14,
OPTION (RIGHT TO PURCHASE)	\$ 27.125	08/03/2005		M	8,002	07/30/1998	07/29/2007	Common Stock	8,0
OPTION (RIGHT TO	\$ 27.125	08/03/2005		M	8,002	07/30/1999	07/29/2007	Common Stock	8,0

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PURCHASE)								
OPTION (RIGHT TO PURCHASE)	\$ 27.125	08/03/2005	M	8,002	07/30/2000	07/29/2007	Common Stock	8,0
OPTION (RIGHT TO PURCHASE)	\$ 27.125	08/03/2005	M	8,003	07/30/2001	07/29/2007	Common Stock	8,0
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/03/2005	M	9,985	07/28/2000	07/27/2009	Common Stock	9,9
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/03/2005	M	9,986	07/28/2001	07/27/2009	Common Stock	9,9
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/03/2005	M	9,985	07/28/2002	07/27/2009	Common Stock	9,9
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/03/2005	M	9,986	07/28/2003	07/27/2009	Common Stock	9,9

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Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			
SCHUESSLER JOHN T							
WENDY'S INTERNATIONAL, INC.	\mathbf{v}		CHAIRMAN, C.E.O. & PRESIDENT				
P. O. BOX 256	Λ		CHAIRMAN, C.E.O. & FRESIDENT				
DUBLIN, OH 43017-0256							

Signatures

JOHN T

SCHUESSLER 08/05/2005

**Signature of Reporting 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).
- SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND EQUIVALENT RIGHT PROVISIONS OF A RESTRICTED STOCK UNIT AWARD, IN ADDITION TO SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF A RESTRICTED STOCK AWARD, MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.
- (2) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTIONS.

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.

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