

WENDYS INTERNATIONAL INC
 Form 4
 August 05, 2005

FORM 4

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

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DEANE JOHN M

2. Issuer Name and Ticker or Trading Symbol
 WENDYS INTERNATIONAL INC
 [WEN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXECUTIVE VICE PRESIDENT

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

DUBLIN, OH 43017-0256

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2005		M		3,667	A	\$ 25.515	22,654	D	
Common Stock	08/03/2005		M		11,000	A	\$ 26.74	33,654	D	
Common Stock	08/03/2005		M		5,712	A	\$ 37.865	39,366	D	
Common Stock ⁽¹⁾	08/03/2005		S ⁽²⁾		20,379	D	\$ 51.4709	18,987	D	
Common Stock								2,501.661	I	BY 401(K)

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 25.515	08/03/2005		M	3,667	05/01/2002 04/30/2011	Common Stock	3,667	
OPTION (RIGHT TO PURCHASE)	\$ 26.74	08/03/2005		M	11,000	08/01/2002 07/31/2011	Common Stock	11,000	
OPTION (RIGHT TO PURCHASE)	\$ 37.865	08/03/2005		M	5,712	04/29/2003 04/28/2012	Common Stock	5,712	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEANE JOHN M WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			EXECUTIVE VICE PRESIDENT	

Signatures

JOHN M DEANE 08/05/2005

**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) 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.
- (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.