WENDY'S/ARBY'S GROUP, INC.

Form 4

Common

Stock

Class A

Stock

Common

December 11, 2008

December 1	1, 2008										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL		
								OMB Number:	3235-0287		
Check the if no long subject to Section 1 Form 4 co	IGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per response 0.5					
Form 5 obligatio may con See Instr 1(b).	ons Section 17(ruction	(a) of the	Public U		ding Con	npan	y Act o	ge Act of 1934, of 1935 or Section 140	·		
(Print or Type 1	Responses)										
1. Name and A	2. Issuer Name and Ticker or Trading Symbol WENDY'S/ARBY'S GROUP, INC. [WEN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 280 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2008					_X Director X 10% Owner Officer (give title below) Other (specify below)			
				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			
NEW YOR	K, NY 10017							Person	More than One	Reporting	
(City)	(State)	(Zip)	Tabl	e I - Non-E) Derivative	Secui	rities Ac	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deen Execution any (Month/D	n Date, if	Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4	(A) or (D)	d of 5) Price \$	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)	
Common Stock	12/10/2008			A(1)	407 (1)	A	3.68 (1)	15,901,989	D		
Class A										By Trian	

76,623,145

70,650

600

I

I

I

1

Partners (2)

By Family

Partnership

Limited

(3) (4)

(5) (6)

Class A By Minor Common Children (5) Stock

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.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr. 3 and 4	l)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					`
					4, and 5)					
								A 0.114	. +	
								Amoui	11	
						Date	Expiration	or		
						Exercisable	•	Title Number	er	
				~	<i>(</i> 1) (5)			of		
				Code V	(A) (D)			Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PELTZ NELSON							
280 PARK AVENUE	X	X					
NEW YORK, NY 10017							

Signatures

Nelson Peltz 12/11/2008 **Signature of Date Reporting Person

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 were issued pursuant to the Company's Amended and Restated 2002 Equity Participation Plan (the "Plan") in lieu of a Board of Directors meeting attendance fee that would otherwise be payable in cash. In accordance with the Plan, the price is the average of the **(1)** closing price per share on the 20 consecutive trading days immediately preceding the date on which the meeting fee would otherwise be payable.

Reporting Owners 2

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- Trian Fund Management GP, LLC ("Trian Management GP") is the general partner of Trian Fund Management, L.P ("Trian Management"), which serves as (i) the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Parallel Fund II, L.P. ("Parallel Fund II") and collectively, the "Trian Entities") and (ii) the investment manager for a separate account owned by TCMG-MA, LLC (the "Separate Account"). Trian Management has full discretion and authority to make all investment and voting decisions in respect of the Separate Account.
 - (FN 2, contd.) Trian Partners General Partner, LLC ("Trian GP LLC") is the general partner of Trian Partners GP, L.P. ("Trian GP"), which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC ("Parallel Fund I GP LLC") is the general partner of Parallel Fund I. Trian Partners Parallel Fund II General Partner, LLC ("Parallel Fund II GP LLC") is
- (3) the general partner of Trian Partners Parallel Fund II GP, L.P. ("Parallel Fund II GP"), which is the general partner of Parallel Fund II.

 Mr. Peltz is a member of each of Trian Management GP, Trian GP LLC, Parallel Fund I GP LLC and Parallel Fund II GP LLC (the

 "Management Entities") and therefore is in a position to determine the investment and voting decisions made by the Trian Entities and the

 Separate Account.
 - (FN 3, contd.) Accordingly, Mr. Peltz may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Management Entities, the Trian Entities and the Separate Account.
- (4) Mr. Peltz disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (6) All such shares are owned by the Peltz Family Limited Partnership, an entity in which Mr. Peltz's spouse is the sole General Partner. 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.