

PELTZ NELSON
Form 4
December 08, 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 * PELTZ NELSON | | | 2. Issuer Name and Ticker or Trading Symbol TRIARC COMPANIES INC [TRY;TRY.B] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO |
| TRIARC COMPANIES, INC., 280 PARK AVENUE | | | 12/06/2005 | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| NEW YORK, NY 10017 | | | | |
| (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 |
| Class A Common Stock | 12/06/2005 | | M | | 150,000 | A | <u>(1)</u> <u>(2)</u> 5,918,039 |
| Class A Common Stock | 12/06/2005 | | F | | 84,635 | D | <u>(3)</u> 5,833,404 |
| Class B Common Stock, Series 1 | 12/06/2005 | | F | | 169,271 | D | <u>(3)</u> 6,259,889 |

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| | | | | | | | | |
|---|------------|---|---------|---|--------------------------|-----------|---|--|
| Class B Common Stock, Series 1 | 12/06/2005 | M | 300,000 | A | <u>(1)</u> <u>(2)</u> | 6,559,889 | D | |
| Class A Common Stock | | | | | | 23,550 | I | By Family Limited Partnership <u>(4)</u> <u>(5)</u> |
| Class A Common Stock | | | | | | 200 | I | By Minor Children <u>(4)</u> |
| Class B Common Stock, Series 1 | | | | | | 47,100 | I | By Family Limited Partnership <u>(4)</u> <u>(5)</u> |
| Class B Common Stock, Series 1 | | | | | | 400 | I | By Minor Children <u>(4)</u> |

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

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

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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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 10.125 | 12/06/2005 | | M | 150,000 <u>(1)</u> <u>(2)</u> | <u>(7)</u> 12/07/2005 | Class A Common Stock <u>(1)</u> <u>(2)</u> 150,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PELTZ NELSON
TRIARC COMPANIES, INC. X X Chairman and CEO
280 PARK AVENUE
NEW YORK, NY 10017

Signatures

/s/ Peltz, Nelson 12/08/2005
 **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).
 - (1) This employee stock option was previously reported as an option for 150,000 shares of Class A Common Stock at an exercise price of \$10.125 per share, but was adjusted to reflect the stock dividend referred to in note (2) below. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, 300,000 shares of Class B Common Stock, Series 1 for no additional consideration.
 - (2) On August 11, 2003, Triarc declared a stock dividend, payable to all holders of record of Class A Common Stock on August 21, 2003, of two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock outstanding. As a result of the stock dividend, each outstanding option granted under Triarc's 1993 Equity Participation Plan was adjusted so that each such option outstanding as of August 21, 2003 became exercisable for both one share of Class A Common and two shares of Class B Common Stock, Series 1.
 - (3) In connection with the exercise of the stock option reported herein, Mr. Peltz tendered 99,006 shares of Triarc's Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class B Common Stock, Series 1, on December 6, 2005, as payment of the exercise price of such options. Additionally, Mr. Peltz elected to have withheld from the shares issued upon exercise of such stock option 84,635 shares of Class A Common Stock and 70,265 shares of Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 6, 2005, to satisfy tax withholding obligations in connection with such stock option exercise.
 - (4) 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.
 - (5) All such shares are owned by the Peltz Family Limited Partnership, an entity in which Mr. Peltz's spouse is the sole General Partner. Mr. Peltz was formerly a general partner of the partnership but has transferred his interest in the partnership to his spouse.
 - (6) With tandem tax withholding rights.
 - (7) The option vested in three equal installments on December 7, 1996, 1997 and 1998.

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.