

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 *
 MUELLER THOMAS J

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)
 WENDY'S INTERNATIONAL,
 INC., P. O. BOX 256
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES. & COO - N. AMERICA

DUBLIN, OH 43017-0256

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 08/03/2005 | | M | | 324 | A | \$ 30.8438 | 51,681 | D | |
| Common Stock | 08/03/2005 | | M | | 1,000 | A | \$ 23.0313 | 52,681 | D | |
| Common Stock | 08/03/2005 | | M | | 1,000 | A | \$ 23.0313 | 53,681 | D | |
| Common Stock | 08/03/2005 | | M | | 1,000 | A | \$ 23.0313 | 54,681 | D | |
| Common Stock | 08/03/2005 | | M | | 1,000 | A | \$ 23.0313 | 55,681 | D | |

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| | | | | | | | | |
|-----------------------------|------------|------------------|--------|---|------------|-----------|---|----------------------|
| Common Stock | 08/03/2005 | M | 804 | A | \$ 17.875 | 56,485 | D | |
| Common Stock | 08/03/2005 | M | 66,000 | A | \$ 37.865 | 122,485 | D | |
| Common Stock ⁽¹⁾ | 08/03/2005 | S ⁽²⁾ | 71,128 | D | \$ 51.4709 | 51,357 | D | |
| Common Stock | | | | | | 3,091.008 | I | BY 401(K) PLAN |

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.

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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| OPTION (RIGHT TO PURCHASE) | \$ 17.875 | 08/03/2005 | | M | 804 | 08/01/2001 07/31/2010 | Common Stock | 804 |
| OPTION (RIGHT TO PURCHASE) | \$ 23.0313 | 08/03/2005 | | M | 1,000 | 05/02/2001 05/01/2010 | Common Stock | 1,000 |
| OPTION (RIGHT TO PURCHASE) | \$ 23.0313 | 08/03/2005 | | M | 1,000 | 05/02/2002 05/01/2010 | Common Stock | 1,000 |
| OPTION (RIGHT TO PURCHASE) | \$ 23.0313 | 08/03/2005 | | M | 1,000 | 05/02/2003 05/01/2010 | Common Stock | 1,000 |
| OPTION (RIGHT TO PURCHASE) | \$ 23.0313 | 08/03/2005 | | M | 1,000 | 05/02/2004 05/01/2010 | Common Stock | 1,000 |
| | \$ 30.8438 | 08/03/2005 | | M | 324 | 07/28/2000 07/27/2009 | | 324 |

OPTION
(RIGHT TO
PURCHASE)

Common
Stock

OPTION
(RIGHT TO
PURCHASE)

\$ 37.865

08/03/2005

M

66,000

04/29/2003

04/28/2012

Common
Stock

66,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUELLER THOMAS J WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256 | | | PRES. & COO - N. AMERICA | |

Signatures

THOMAS J
MUELLER

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.