

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 \*  
 SCHUESSLER JOHN T

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)  
 CHAIRMAN, C.E.O. & 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 Ownership: Beneficial or Indirect (Instr. 4)
			Code	V	Amount or Price		
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 <sup>(1)</sup>	08/03/2005	S <sup>(2)</sup>	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. 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	17,823	08/01/2004 07/31/2010	Common Stock	17,823
OPTION (RIGHT TO PURCHASE)	\$ 23.0313	08/03/2005		M	14,319	05/02/2004 05/01/2010	Common Stock	14,319
OPTION (RIGHT TO PURCHASE)	\$ 27.125	08/03/2005		M	8,002	07/30/1998 07/29/2007	Common Stock	8,002
OPTION (RIGHT TO PURCHASE)	\$ 27.125	08/03/2005		M	8,002	07/30/1999 07/29/2007	Common Stock	8,002

PURCHASE)

OPTION (RIGHT TO PURCHASE) \$ 27.125 08/03/2005 M 8,002 07/30/2000 07/29/2007 Common Stock 8,002

OPTION (RIGHT TO PURCHASE) \$ 27.125 08/03/2005 M 8,003 07/30/2001 07/29/2007 Common Stock 8,003

OPTION (RIGHT TO PURCHASE) \$ 30.8438 08/03/2005 M 9,985 07/28/2000 07/27/2009 Common Stock 9,985

OPTION (RIGHT TO PURCHASE) \$ 30.8438 08/03/2005 M 9,986 07/28/2001 07/27/2009 Common Stock 9,986

OPTION (RIGHT TO PURCHASE) \$ 30.8438 08/03/2005 M 9,985 07/28/2002 07/27/2009 Common Stock 9,985

OPTION (RIGHT TO PURCHASE) \$ 30.8438 08/03/2005 M 9,986 07/28/2003 07/27/2009 Common Stock 9,986

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUESSLER JOHN T WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	X		CHAIRMAN, C.E.O. & PRESIDENT	

**Signatures**

JOHN T  
SCHUESSLER 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 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.

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