

WENDYS INTERNATIONAL INC

Form 4

August 05, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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

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

(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		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	

Edgar Filing: WENDYS INTERNATIONAL INC - Form 4

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 ⁽¹⁾	08/03/2005	S ⁽²⁾	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.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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

8,0

OPTION

(RIGHT TO
PURCHASE)

\$ 27.125

08/03/2005

M

8,003

07/30/2001 07/29/2007

Common
Stock

8,0

OPTION

(RIGHT TO
PURCHASE)

\$ 30.8438

08/03/2005

M

9,985

07/28/2000 07/27/2009

Common
Stock

9,9

OPTION

(RIGHT TO
PURCHASE)

\$ 30.8438

08/03/2005

M

9,986

07/28/2001 07/27/2009

Common
Stock

9,9

OPTION

(RIGHT TO
PURCHASE)

\$ 30.8438

08/03/2005

M

9,985

07/28/2002 07/27/2009

Common
Stock

9,9

OPTION

(RIGHT TO
PURCHASE)

\$ 30.8438

08/03/2005

M

9,986

07/28/2003 07/27/2009

Common
Stock

9,9

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.

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.