

WENDYS INTERNATIONAL INC

Form 4

August 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLER THOMAS F

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)
08/16/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

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

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 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	08/16/2005		M	275 A \$ 17.375	7,929	D	
Common Stock	08/16/2005		M	275 A \$ 17.375	8,204	D	
Common Stock	08/16/2005		M	275 A \$ 17.375	8,479	D	
Common Stock ⁽¹⁾	08/16/2005		M	275 ⁽²⁾ A \$ 17.375	8,754	D	

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 17.375	08/16/2005		M		275		08/01/1997	07/31/2006	Common Stock	275
OPTION (RIGHT TO PURCHASE)	\$ 17.375	08/16/2005		M		275		08/01/1998	07/31/2006	Common Stock	275
OPTION (RIGHT TO PURCHASE)	\$ 17.375	08/16/2005		M		275		08/01/1999	07/31/2006	Common Stock	275
OPTION (RIGHT TO PURCHASE)	\$ 17.375	08/16/2005		M		275		08/01/2000	07/31/2006	Common Stock	275

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLER THOMAS F WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	X			

Signatures

DANA KLEIN,
ATTORNEY-IN-FACT 08/17/2005

__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) TOTAL SHARES BENEFICIALLY OWNED INCREASED BY 1,100 SHARES.

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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