

ANDERSON KERRII B
Form 4
August 18, 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 *
ANDERSON KERRII B

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)

08/17/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EXECUTIVE VICE PRESIDENT & CFO

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	08/17/2005		M		12,741	A \$ 22.25	78,274.455 D
Common Stock	08/17/2005		M		2,259	A \$ 22.25	80,533.455 D
Common Stock ⁽¹⁾	08/17/2005		S ⁽²⁾		12,000 ⁽³⁾	D \$ 49.4599	68,533.455 D
Common Stock						5,500	I BY IRA
Common Stock						804.634	I BY 401(K)

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 Underlying Security (Instr. 3 and 4)
OPTION (RIGHT TO PURCHASE)	\$ 22.25	08/17/2005		M	12,741	11/02/2003 11/01/2010	Common Stock 12,741
OPTION (RIGHT TO PURCHASE)	\$ 22.25	08/17/2005		M	2,259	11/02/2004 11/01/2010	Common Stock 2,259

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KERRII B WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	X		EXECUTIVE VICE PRESIDENT & CFO	

Signatures

KERRII B
ANDERSON 08/18/2005

**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).

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- (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.
- (3) TOTAL SHARES BENEFICIALLY OWNED INCREASED BY 3,000.

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.