

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 *
 HOUSE PAUL D

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)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2005 | | M | | 7,666 | A | \$ 27.125 36,753 |
| Common Stock | 08/03/2005 | | M | | 7,666 | A | \$ 27.125 44,419 |
| Common Stock | 08/03/2005 | | M | | 7,666 | A | \$ 27.125 52,085 |
| Common Stock | 08/03/2005 | | M | | 7,667 | A | \$ 27.125 59,752 |
| Common Stock | 08/03/2005 | | M | | 7,964 | A | \$ 22.3438 67,716 |

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| | | | | | | | |
|-------------------------|------------|-------------|---------|---|------------|---------|---|
| Common Stock | 08/03/2005 | M | 7,965 | A | \$ 22.3438 | 75,681 | D |
| Common Stock | 08/03/2005 | M | 7,964 | A | \$ 22.3438 | 83,645 | D |
| Common Stock | 08/03/2005 | M | 7,965 | A | \$ 22.3438 | 91,610 | D |
| Common Stock | 08/03/2005 | M | 9,874 | A | \$ 30.8438 | 101,484 | D |
| Common Stock | 08/03/2005 | M | 9,875 | A | \$ 30.8438 | 111,359 | D |
| Common Stock | 08/03/2005 | M | 9,875 | A | \$ 30.8438 | 121,234 | D |
| Common Stock | 08/03/2005 | M | 9,875 | A | \$ 30.8438 | 131,109 | D |
| Common Stock | 08/03/2005 | M | 2,070 | A | \$ 17.875 | 133,179 | D |
| Common Stock <u>(1)</u> | 08/03/2005 | <u>S(2)</u> | 104,092 | D | \$ 51.5275 | 29,087 | 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 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 | 2,070 | 08/01/2002 07/31/2010 | Common Stock | 2,070 | |
| OPTION (RIGHT TO PURCHASE) | \$ 22.3438 | 08/03/2005 | | M | 7,964 | 07/30/1999 07/29/2008 | Common Stock | 7,964 | |

| | | | | | | | | | |
|----------------------------------|------------|------------|---|-------|------------|------------|-----------------|-------|--|
| PURCHASE) | | | | | | | | | |
| OPTION (RIGHT TO PURCHASE) | \$ 22.3438 | 08/03/2005 | M | 7,965 | 07/30/2000 | 07/29/2008 | Common Stock | 7,965 | |
| OPTION (RIGHT TO PURCHASE) | \$ 22.3438 | 08/03/2005 | M | 7,964 | 07/30/2001 | 07/29/2008 | Common Stock | 7,964 | |
| OPTION (RIGHT TO PURCHASE) | \$ 22.3438 | 08/03/2005 | M | 7,965 | 07/30/2002 | 07/29/2008 | Common Stock | 7,965 | |
| OPTION (RIGHT TO PURCHASE) | \$ 27.125 | 08/03/2005 | M | 7,666 | 07/30/1998 | 07/29/2007 | Common Stock | 7,666 | |
| OPTION (RIGHT TO PURCHASE) | \$ 27.125 | 08/03/2005 | M | 7,666 | 07/30/1999 | 07/29/2007 | Common Stock | 7,666 | |
| OPTION (RIGHT TO PURCHASE) | \$ 27.125 | 08/03/2005 | M | 7,666 | 07/30/2001 | 07/29/2007 | Common Stock | 7,666 | |
| OPTION (RIGHT TO PURCHASE) | \$ 27.125 | 08/03/2005 | M | 7,667 | 07/30/1998 | 07/29/2007 | Common Stock | 7,667 | |
| OPTION (RIGHT TO PURCHASE) | \$ 30.8438 | 08/03/2005 | M | 9,874 | 07/28/2000 | 07/27/2009 | Common Stock | 9,874 | |
| OPTION (RIGHT TO PURCHASE) | \$ 30.8438 | 08/03/2005 | M | 9,875 | 07/28/2001 | 07/27/2009 | Common Stock | 9,875 | |
| OPTION (RIGHT TO PURCHASE) | \$ 30.8438 | 08/03/2005 | M | 9,875 | 07/28/2002 | 07/27/2009 | Common Stock | 9,875 | |
| OPTION (RIGHT TO PURCHASE) | \$ 30.8438 | 08/03/2005 | M | 9,875 | 07/28/2003 | 07/27/2009 | Common Stock | 9,875 | |

Reporting Owners

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

Signatures

PAUL D
HOUSE

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 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.