

Boone Daniel L
Form 3
January 13, 2005

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Boone Daniel L

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/03/2005

3. Issuer Name **and** Ticker or Trading Symbol
WENDYS INTERNATIONAL INC [WEN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP & GEN. CONTROLLER

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

WENDY'S INTERNATIONAL,
INC.,Â P. O. BOX 256

(Street)

DUBLIN,Â OHÂ 43017-0256

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

20,734.215

D

Â

Common Stock

12,595.199

I

BY 401(K) PLAN

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	110.7667	\$ 0	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/1997 <u>(2)</u>	07/31/2006	Common Stock	8,779	\$ 17.375	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/2001 <u>(3)</u>	07/31/2010	Common Stock	15,133	\$ 17.875	D	Â
OPTION (RIGHT TO PURCHASE)	07/30/1999 <u>(4)</u>	07/29/2008	Common Stock	12,194	\$ 22.3438	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/2002 <u>(5)</u>	07/31/2011	Common Stock	14,890	\$ 26.74	D	Â
OPTION (RIGHT TO PURCHASE)	07/30/1998 <u>(6)</u>	07/29/2007	Common Stock	8,599	\$ 27.125	D	Â
OPTION (RIGHT TO PURCHASE)	04/23/2004 <u>(7)</u>	04/22/2013	Common Stock	14,400	\$ 27.99	D	Â
OPTION (RIGHT TO PURCHASE)	07/28/2000 <u>(8)</u>	07/27/2009	Common Stock	14,562	\$ 30.8438	D	Â
OPTION (RIGHT TO PURCHASE)	04/29/2003 <u>(9)</u>	04/28/2012	Common Stock	17,600	\$ 37.865	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boone Daniel L WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN,Â OHÂ 43017-0256	Â	Â	Â SVP & GEN. CONTROLLER	Â

Signatures

DANIEL L
BOONE

01/13/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

THE REPORTED SHARES OF PHANTOM STOCK WERE ACQUIRED UNDER WENDY'S INTERNATIONAL, INC.'S
(1) SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION OF SERVICE.

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- (2) 2,194 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/97, AND 2,195 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/98, 08/01/99, 08/01/00.
- (3) 3,783 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/01, 08/01/02, AND 08/01/03. AN ADDITIONAL 3,784 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/04.
- (4) 3,048 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99 AND 07/30/01. AN ADDITIONAL 3,049 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/00, AND 07/30/02.
- (5) 3,722 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/02 AND 08/01/04. AN ADDITIONAL 3,723 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/03 AND 08/01/05.
- (6) 2,149 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 07/30/98, AND 2,150 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99, 07/30/00, 07/30/01.
- (7) 3,600 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/23/04, 04/23/05, 04/23/06, AND 04/23/07.
- (8) 3,640 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/00, AND 07/28/02. AN ADDITIONAL 3,641 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/01 AND 07/28/03.
- (9) 4,400 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/29/03, 04/29/04, 04/29/05, AND 04/29/06.

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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