

WENDYS INTERNATIONAL INC
Form 4
August 05, 2005

FORM 4

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

OMB APPROVAL

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

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)

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2005

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

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 (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			
Common Stock	08/03/2005		M		7,666	A \$ 27.125	36,753	D
Common Stock	08/03/2005		M		7,666	A \$ 27.125	44,419	D
Common Stock	08/03/2005		M		7,666	A \$ 27.125	52,085	D
Common Stock	08/03/2005		M		7,667	A \$ 27.125	59,752	D
Common Stock	08/03/2005		M		7,964	A \$ 22.3438	67,716	D

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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.

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)	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.