

MUELLER THOMAS J

Form 4

August 09, 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 \*  
MUELLER THOMAS J

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)

08/05/2005

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

PRES. &amp; COO - N. AMERICA

DUBLIN, OH 43017-0256

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

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

(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	08/05/2005		M		14,563	A	\$ 17.875	65,920	D
Common Stock	08/05/2005		M		15,368	A	\$ 17.875	81,288	D
Common Stock	08/05/2005		M		15,367	A	\$ 17.875	96,655	D
Common Stock	08/05/2005		M		4,702	A	\$ 17.875	101,357	D
Common Stock	08/05/2005		S <sup>(1)</sup>		50,000	D	\$ 49.81	51,357	D

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Common Stock	08/08/2005	M	10,666	A	\$ 17.875	62,023	D	
Common Stock	08/08/2005	M	62,224	A	\$ 26.74	124,247	D	
Common Stock	08/08/2005	M	4,818	A	\$ 27.99	129,065	D	
Common Stock	08/08/2005	<u>S</u> <sup>(1)</sup>	77,708	D	\$ 49.2396	51,357	D	
Common Stock						3,091.008	I	BY 401(K) PLAN

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)	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	14,563	08/01/2001 07/31/2010	Common Stock	14,563
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	15,368	08/01/2002 07/31/2010	Common Stock	15,368
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	15,367	08/01/2003 07/31/2010	Common Stock	15,367
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	4,702	08/01/2004 07/31/2010	Common Stock	4,702
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/08/2005		M	10,666	08/01/2004 07/31/2010	Common Stock	10,666

PURCHASE)

OPTION

(RIGHT TO  
PURCHASE)

\$ 26.74

08/08/2005

M

62,224

08/01/2002 07/31/2011

Common  
Stock

62,

OPTION

(RIGHT TO  
PURCHASE)

\$ 27.99

08/08/2005

M

4,818

04/23/2004 04/22/2013

Common  
Stock

4,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER THOMAS J WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			PRES. & COO - N. AMERICA	

## Signatures

THOMAS J  
MUELLER

08/09/2005

\_\_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) 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.

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