KIRWAN WILLIAM E

Form 4

November 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

KIRWAN WILLIAM E

WENDYS INTERNATIONAL INC [WEN]

(Check all applicable)

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

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

Officer (give title below)

10% Owner Other (specify

WENDY'S INTERNATIONAL,

(Street)

(State)

INC., P. O. BOX 256

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line)

Filed(Month/Day/Year)

11/21/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DUBLIN, OH 43017-0256

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) or (Instr. 3 and 4)

Price Code V Amount (D)

Common Stock

08/16/2005

G V 120

\$0 D 4,805

D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (1)	11/21/2005		A(2)	359	(3)	(3)	Common Stock	359	\$ 49

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KIRWAN WILLIAM E

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

DUBLIN, OH 43017-0256

Signatures

DANA KLEIN, ATTORNEY-IN-FACT

11/23/2005

**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) EACH SHARE OF PHANTOM STOCK IS PAYABLE IN 1 SHARE OF COMMON STOCK OF THE ISSUER.
- (2) REFLECTS SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF THE ISSUER'S DEFERRED COMPENSATION PLAN.
- REFLECTS PHANTOM STOCK ACQUIRED THROUGH PARTICIPATION IN ISSUER'S DEFERRED COMPENSATION PLAN.

 (3) PHANTOM STOCK IS PAYARI F IN COMMON STOCK NOT FARI IFR THAN SIX MONTHS AFTER TERMINATION OF
- (3) PHANTOM STOCK IS PAYABLE IN COMMON STOCK NOT EARLIER THAN SIX MONTHS AFTER TERMINATION OF REPORTING PERSON'S SERVICE AS A DIRECTOR OF THE ISSUER.

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.

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