

WENDYS INTERNATIONAL INC

Form 3

August 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

ACKMAN WILLIAM A

(Last) (First) (Middle)

110 EAST 42ND STREET, 18TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/11/2005

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 ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

Table I - Non-Derivative Securities Beneficially Owned1. 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 Shares

1,366,000

I

See Footnote (1) (3)

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

SEC 1473 (7-02)

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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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to Purchase Common Shares	Â (2)	01/19/2007	Common Shares	1,000,000	\$ 27.37	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	11/17/2006	Common Shares	1,000,000	\$ 33.23	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	02/20/2007	Common Shares	500,000	\$ 30.4	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	02/20/2007	Common Shares	750,000	\$ 31	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	02/22/2007	Common Shares	500,000	\$ 30.19	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	03/02/2007	Common Shares	500,000	\$ 30.45	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	03/12/2007	Common Shares	500,000	\$ 30.944	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	03/12/2007	Common Shares	250,000	\$ 30.976	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	03/16/2007	Common Shares	1,000,000	\$ 29.32	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	03/23/2006	Common Shares	1,500,000	\$ 45	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	07/21/2006	Common Shares	1,000,000	\$ 29.32	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	09/15/2006	Common Shares	1,000,000	\$ 31.28	I	See footnote. (1) (3)
Options to Purchase Common Shares	Â (2)	09/27/2006	Common Shares	743,000	\$ 31.2	I	See footnote. (1) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACKMAN WILLIAM A 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Pershing Square GP, LLC 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Pershing Square Holdings GP, LLC
110 EAST 42ND STREET
18TH FLOOR
NEW YORK, NY 10017

^ ^ X ^ ^

Pershing Square Capital Management, L.P.
110 EAST 42ND STREET
18TH FLOOR
NEW YORK, NY 10017

^ ^ X ^ ^

PS Management GP, LLC
110 EAST 42ND STREET
18TH FLOOR
NEW YORK, NY 10017

^ ^ X ^ ^

Signatures

/s/ William A. Ackman, Name: William A. Ackman

08/17/2005

Signature of Reporting Person

Date

Pershing Square GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman

08/19/2005

Signature of Reporting Person

Date

Pershing Square Holdings GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman

08/19/2005

Signature of Reporting Person

Date

Pershing Square Capital Management, L.P., By: /s/ William A. Ackman, Name: William A. Ackman

08/19/2005

Signature of Reporting Person

Date

PS Management GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman

08/19/2005

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).

Represents shares directly beneficially owned by Pershing Square, L.P. ("Pershing I"), Pershing Square II, L.P. ("Pershing II"), Pershing Square International, Ltd. ("International"), and Pershing Square Investment II, L.P. ("Investment Fund"), respectively, which may be deemed to be indirectly beneficially owned by William A. Ackman ("Ackman"), Pershing Square GP, LLC ("Pershing GP"), Pershing

(1) Square Holdings GP, LLC ("Investment Fund GP"), Pershing Square Capital Management, L.P. ("International Manager") and PS Management, LLC ("International GP") and, collectively with Ackman, Pershing GP, International Manager and Investment Fund GP, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership with respect to the shares directly beneficially owned by Pershing I, Pershing II, International, and Investment Fund, respectively, except to the extent of its pecuniary interest therein.

(2) Immediate.

Pershing GP is the general partner of Pershing I and Pershing II. Investment Fund GP is the general partner of Investment Fund.

International GP is the general partner of International Manager. International Manager is the investment manager of International.

(3) Ackman is the managing member of Pershing GP, Investment Fund GP and International GP. Ackman is an authorized signatory for each of the Reporting Persons.

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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