

WENDYS INTERNATIONAL INC

Form 3

August 22, 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 Pershing Square International,
Ltd.

(Last) (First) (Middle)

110 EAST 42ND
STREET,Â 18TH FLOOR

(Street)

NEW YORK,Â NYÂ 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

(Check all applicable)

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

5. 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

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 Shares

1,152,723

D

Â

Common Shares

183,277

I

See Footnote ⁽¹⁾

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

4. Conversion or Exercise

5. Ownership Form of

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

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	87,251	\$ 27.37	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	87,251	\$ 33.23	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	176,766	\$ 30.4	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	270,378	\$ 31	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	02/22/2007	Common Shares	176,766	\$ 30.19	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/02/2007	Common Shares	187,225	\$ 30.45	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	205,447	\$ 30.944	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	102,723	\$ 30.976	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/16/2007	Common Shares	87,251	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/23/2006	Common Shares	563,215	\$ 45	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	07/21/2006	Common Shares	87,251	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	09/15/2006	Common Shares	87,251	\$ 31.28	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	09/27/2006	Common Shares	277,383	\$ 31.2	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	912,749	\$ 27.37	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	912,749	\$ 33.23	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	323,234	\$ 30.4	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	479,622	\$ 31	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/22/2007	Common Shares	323,234	\$ 30.19	I	See footnote. <u>(1)</u>

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Options to Purchase Common Shares	Â (2)	03/02/2007	Common Shares	312,775	\$ 30.45	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	03/12/2007	Common Shares	294,553	\$ 30.944	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	03/12/2007	Common Shares	147,277	\$ 30.976	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	03/16/2007	Common Shares	912,749	\$ 29.32	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	03/23/2006	Common Shares	936,785	\$ 45	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	07/21/2006	Common Shares	912,749	\$ 29.32	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	09/15/2006	Common Shares	912,749	\$ 31.28	I	See footnote. (1)
Options to Purchase Common Shares	Â (2)	09/27/2006	Common Shares	465,617	\$ 31.2	I	See footnote. (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square International, Ltd. 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

Pershing Square International, Ltd., By: Pershing Square Capital Management, L.P., Its:
General Partner, By: PS Management GP, LLC, Its: General Partner, By: William A. Ackman, 08/17/2005
Its: Managing Member

__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).

(1) Represents shares directly beneficially owned by Pershing Square, L.P., Pershing Square II, L.P., and Pershing Square Investment II, L.P., respectively, which may be deemed to be indirectly beneficially owned by Pershing Square International, Ltd. Pershing Square International, Ltd. disclaims beneficial ownership with respect to the shares directly beneficially by Pershing Square, L.P., Pershing Square II, L.P. and Pershing Square Investment II, L.P., respectively, except to the extent of its pecuniary interest therein.

(2) Immediate.

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.