

WENDYS INTERNATIONAL INC
 Form 4
 October 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
HILL JANET

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2008

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

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

(Street)

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

DUBLIN, OH 43017-0256

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/29/2008 | | D | V 19,251 D | (A) or Price \$ 0 (1) 0 | D | |

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)

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| 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) (2) | \$ 28.705 | 09/29/2008 | | D | 6,244 | 09/29/2008 04/30/2015 | Common Stock | 6,244 |
| OPTION (RIGHT TO PURCHASE) (2) | \$ 37.63 | 09/29/2008 | | D | 4,310 | 05/01/2008 04/30/2014 | Common Stock | 4,310 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL JANET WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256 | X | | | |

Signatures

DANA KLEIN,
ATTORNEY-IN-FACT 10/01/2008

__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).

(2) DISPOSITION WAS PURSUANT TO THE CONSUMMATION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 23, 2008, AMONG TRIARC COMPANIES, INC., GREEN MERGER SUB, INC. AND WENDY'S INTERNATIONAL, INC. (THE "MERGER AGREEMENT"). UNDER THE MERGER AGREEMENT EACH OPTION TO PURCHASE A WENDY'S COMMON SHARE BECAME FULLY VESTED AND WAS CONVERTED TO AN OPTION TO PURCHASE 4.25 COMMON SHARES OF THE COMBINED COMPANY, WENDY'S/ARBY'S GROUP, INC., AS OF THE EFFECTIVE TIME OF THE MERGER, SEPTEMBER 29, 2008. THE OPTION EXERCISE PRICE FOR EACH OPTION TO PURCHASE A WENDY'S COMMON SHARE WAS DIVIDED BY 4.25. THE CLOSING PRICE OF WENDY'S COMMON SHARES WAS \$19.21 PER SHARE ON THAT DATE.

(1) DISPOSITION WAS PURSUANT TO THE CONSUMMATION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 23, 2008, AMONG TRIARC COMPANIES, INC., GREEN MERGER SUB, INC. AND WENDY'S INTERNATIONAL, INC.

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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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