

WENDYS INTERNATIONAL INC

Form 4

August 05, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boone Daniel L

(Last) (First) (Middle)

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WENDYS INTERNATIONAL INC
[WEN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP & GEN. CONTROLLER

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 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	08/03/2005		M		8,779	A	\$ 17.375	34,169.135	D
Common Stock	08/03/2005		M		562	A	\$ 30.8438	34,731.135	D
Common Stock	08/03/2005		M		13,200	A	\$ 37.865	47,931.135	D
Common Stock ⁽¹⁾	08/03/2005		S ⁽²⁾		22,541	D	\$ 51.2007	25,390.135	D
Common Stock	08/04/2005		S ⁽³⁾		13,171.611	D	\$ 50	0	I BY 401(K)

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)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of S
OPTION (RIGHT TO PURCHASE)	\$ 17.375	08/03/2005		M	8,779	08/01/1997 07/31/2006	Common Stock	8,7
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/03/2005		M	562	07/28/2000 07/27/2009	Common Stock	5
OPTION (RIGHT TO PURCHASE)	\$ 37.865	08/03/2005		M	13,200	04/29/2003 04/28/2012	Common Stock	13,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Boone Daniel L WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	SVP & GEN. CONTROLLER

Signatures

DANIEL L
BOONE 08/05/2005

**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) SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF A RESTRICTED STOCK AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.

(2) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTIONS.

THE DISPOSITION OF SHARES UNDER THE ISSUER'S 401(K) PLAN ALSO RESULTED IN THE DISPOSITION OF 113.1012
(3) PHANTOM STOCK SHARES FROM THE REPORTING PERSON'S SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ACCOUNT.

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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