

MUELLER THOMAS J
Form 4
August 09, 2005

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 *
MUELLER THOMAS J

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)
08/05/2005

____ Director
 Officer (give title below) _____ Other (specify below)
PRES. & COO - N. AMERICA

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/05/2005		M		14,563	A	\$ 17.875 65,920	D
Common Stock	08/05/2005		M		15,368	A	\$ 17.875 81,288	D
Common Stock	08/05/2005		M		15,367	A	\$ 17.875 96,655	D
Common Stock	08/05/2005		M		4,702	A	\$ 17.875 101,357	D
Common Stock	08/05/2005		S ⁽¹⁾		50,000	D	\$ 49.81 51,357	D

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Common Stock	08/08/2005	M	10,666	A	\$ 17.875	62,023	D	
Common Stock	08/08/2005	M	62,224	A	\$ 26.74	124,247	D	
Common Stock	08/08/2005	M	4,818	A	\$ 27.99	129,065	D	
Common Stock	08/08/2005	S ⁽¹⁾	77,708	D	\$ 49.2396	51,357	D	
Common Stock						3,091.008	I	BY 401(K) PLAN

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	14,563	08/01/2001 07/31/2010	Common Stock	14,563
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	15,368	08/01/2002 07/31/2010	Common Stock	15,368
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	15,367	08/01/2003 07/31/2010	Common Stock	15,367
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/05/2005		M	4,702	08/01/2004 07/31/2010	Common Stock	4,702
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/08/2005		M	10,666	08/01/2004 07/31/2010	Common Stock	10,666

PURCHASE)									
OPTION (RIGHT TO PURCHASE)	\$ 26.74	08/08/2005	M	62,224	08/01/2002	07/31/2011	Common Stock	62,	
OPTION (RIGHT TO PURCHASE)	\$ 27.99	08/08/2005	M	4,818	04/23/2004	04/22/2013	Common Stock	4,8	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER THOMAS J WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			PRES. & COO - N. AMERICA	

Signatures

THOMAS J
MUELLER

08/09/2005

**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) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTIONS.

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.