LEVIN JERRY W
Form 4
October 01, 2008

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVIN JERRY W

(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)
09/29/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 (1)	09/29/2008		D		7,148	D	$ 0 (2)	0	D	

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

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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 Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
OPTION (RIGHT TO PURCHASE) (3)	$ 28.705	09/29/2008		D			6,244	09/29/2008	04/30/2015	Common Stock	6,24
OPTION (RIGHT TO PURCHASE) (3)	$ 37.63	09/29/2008		D			4,310	05/01/2008	04/30/2014	Common Stock	4,31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN JERRY W 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).

(3) 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) SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND EQUIVALENT RIGHT PROVISIONS OF RESTRICTED STOCK UNIT AWARDS MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.

(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 WENDY'S COMMON SHARE BECAME FULLY VESTED AND WAS CONVERTED TO 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 CLOSING PRICE OF WENDY'S COMMON SHARES WAS $19.21 PER SHARE ON THAT DATE.

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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