

MUELLER THOMAS J

Form 4

August 08, 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 *
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)

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

(Street)

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

08/04/2005

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

PRES. & COO - N. AMERICA

DUBLIN, OH 43017-0256

4. 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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/04/2005		M		5,257	A	\$ 30.8438	56,614	D
Common Stock	08/04/2005		M		5,581	A	\$ 30.8438	62,195	D
Common Stock	08/04/2005		M		5,581	A	\$ 30.8438	67,776	D
Common Stock	08/04/2005		M		5,581	A	\$ 30.8438	73,357	D
Common Stock	08/04/2005		M		31,182	A	\$ 27.99	104,539	D

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Common Stock	08/04/2005	S ⁽¹⁾	53,182	D	\$ 50.3473	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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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Num of S
OPTION (RIGHT TO PURCHASE)	\$ 27.99	08/04/2005		M	31,182	04/23/2004 04/22/2013	Common Stock 31,
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,257	07/28/2000 07/27/2009	Common Stock 5,2
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2001 07/27/2009	Common Stock 5,5
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2002 07/27/2009	Common Stock 5,5
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2003 07/27/2009	Common Stock 5,5

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

08/08/2005

__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.

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