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WENDYS INTERNATIONAL INC

Form 5

January 30, 2007

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **HILL JANET** Symbol WENDYS INTERNATIONAL INC (Check all applicable) [WEN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title (Month/Day/Year) Other (specify below) below) 12/31/2006 WENDY'S INTERNATIONAL. INC., P. O. BOX 256 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DUBLIN, OHÂ 43017-0256 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

09/29/2006

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Common

Stock (1)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

\$0

11,148

D

SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 $J^{(2)}$

4,247

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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 Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Sec (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title C
OPTION (RIGHT TO PURCHASE)	\$ 13.1 (4)	07/30/1997	Â	J <u>(4)</u>	5,178 (3)	Â	07/30/1998	07/29/2007	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 10.79 (4)	07/30/1998	Â	J <u>(4)</u>	5,178 (3)	Â	07/30/1999	07/29/2008	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 14.89 (4)	07/28/1999	Â	J <u>(4)</u>	5,178 (3)	Â	07/29/1999	07/27/2009	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 8.63 (4)	08/01/2000	Â	J <u>(4)</u>	5,178 (3)	Â	08/01/2001	07/31/2010	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 12.91 (4)	08/01/2001	Â	J <u>(4)</u>	5,178 (3)	Â	08/01/2002	07/31/2011	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 17.01 (4)	07/24/2002	Â	J <u>(4)</u>	5,178 (3)	Â	07/24/2003	07/23/2012	Common Stock
OPTION (RIGHT TO PURCHASE)	\$ 13.51 (4)	04/23/2003	Â	J <u>(4)</u>	11,391 (3)	Â	04/23/2004	04/22/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
topozonia o mior riamo, riamio	Director	10% Owner	Officer	Other		
HILL JANET WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	ÂX	Â	Â	Â		
Signatures						

DANA KLEIN, 01/30/2007 ATTORNEY-IN-FACT **Signature of Reporting Person Date

Reporting Owners 2

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).
 - REFLECTS AN ANTI-DILUTION ADJUSTMENT TO PREVIOUSLY GRANTED EQUITY AWARDS UNDER THE COMPANY'S EQUITY COMPENSATION PLANS IN CONNECTION WITH THE SPIN-OFF OF TIM HORTONS INC. THE EQUITY AWARD ADJUSTMENT WAS EFFECTED BY DIVIDING THE NUMBER OF SHARES UNDERLYING THE EQUITY AWARDS BY 0.4828
- (4) AND BY MULTIPLYING THE STOCK OPTION EXERCISE PRICE BY THE SAME ADJUSTMENT RATIO. THIS ADJUSTMENT RATIO WAS OBTAINED BY DIVIDING THE "EX-DIVIDEND" OPENING PRICE OF WENDY'S COMMON STOCK ON THE NEW YORK STOCK EXCHANGE ON OCTOBER 2, 2006 (\$32.35), THE FIRST TRADING DAY AFTER THE SPIN-OFF, BY THE CLOSING PRICE OF WENDY'S COMMON STOCK IN THE "REGULAR WAY" MARKET ON SEPTEMBER 29, 2006 (\$67.00).
- (3) AMOUNT SHOWN INCLUDES THE AMOUNT OF THE ANTI-DILUTION ADJUSTMENT TO PREVIOUSLY GRANTED EQUITY AWARDS AND THE AMOUNT OF THE PREVIOUSLY GRANTED EQUITY AWARDS.
 - REFLECTS AN ANTI-DILUTION ADJUSTMENT TO PREVIOUSLY GRANTED EQUITY AWARDS UNDER THE COMPANY'S EQUITY COMPENSATION PLANS IN CONNECTION WITH THE SPIN-OFF OF TIM HORTONS INC. THE EQUITY AWARD ADJUSTMENT WAS EFFECTED BY DIVIDING THE NUMBER OF SHARES UNDERLYING THE EQUITY AWARDS BY
- (2) 0.4828. THIS ADJUSTMENT RATIO WAS OBTAINED BY DIVIDING THE "EX-DIVIDEND" OPENING PRICE OF WENDY'S COMMON STOCK ON THE NEW YORK STOCK EXCHANGE ON OCTOBER 2, 2006 (\$32.35), THE FIRST TRADING DAY AFTER THE SPIN-OFF, BY THE CLOSING PRICE OF WENDY'S COMMON STOCK IN THE "REGULAR WAY" MARKET ON SEPTEMBER 29, 2006 (\$67.00).
- SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT
 (1) PROVISIONS OF A RESTRICTED STOCK AWARD AND RESTRICTED STOCK UNIT AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.