Near David J Form 4 May 05, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: 2005

5 Relationship of Reporting Person(s) to

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2 Jasuar Nama and Tiakar or Trading

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Near David	d J	Symbol	YS INTE			C	Issuer (Checl	k all applicable)
(Last) WENDY'S INC., P. O.	INTERNATION	(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2008				Director 10% Owner _X_ Officer (give title Other (specify below) CHIEF OPERATIONS OFFICER		
DUBLIN,	(Street) OH 43017-0256		endment, Da nth/Day/Year	Č	al		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Per	rson
(City)	(State)	(Zip) Tab	le I - Non-D) erivative	Secui	rities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose	ed of (D) 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)
Common	05/01/2008		F	1,728	D	\$	18,100	D	

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

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.

SEC 1474

(9-02)

28.705

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
OPTION (RIGHT TO PURCHASE)	\$ 28.705	05/01/2008		A	117,743	05/01/2009(2)	04/30/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Near David J WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256

CHIEF OPERATIONS OFFICER

Signatures

DAVIDJ.NEAR

05/05/2008

**Signature of Date
Reporting Person

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).
- (2) 39,247 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 05/01/09. AN ADDITIONAL 39,248 STOCK OPTIONS BECOME EXERCISABLE ON EACH 05/01/10 AND 05/01/11.
- (1) SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND EQUIVALENT RIGHT PROVISIONS OF A 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 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.

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