LAUER DAVID P 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

OMB APPROVAL OMB

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obligations may continue. 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAUER DAVID P Issuer Symbol WENDYS INTERNATIONAL INC (Check all applicable) [WEN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title __ Other (specify (Month/Day/Year) WENDY'S INTERNATIONAL, 09/29/2008 INC., P. O. BOX 256 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DUBLIN, OH 43017-0256 Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securities A	of (D)	ed (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and	d 5)		Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	09/29/2008		D	19,165.14	D	\$ 0 (2)	0	D	
Common Stock	09/29/2008		D	3,012.825	D	\$ 0 (2)	0	I	BY WIFE

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. Transactic 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
OPTION (RIGHT TO PURCHASI	* 111	09/29/2008		D	11,391	04/23/2004	04/22/2013	Common Stock	11,
OPTION (RIGHT TO PURCHASI	* / * / () `	09/29/2008		D	6,244	09/29/2008	04/30/2015	Common Stock	6,2
OPTION (RIGHT TO PURCHASI	\$ 3/63	09/29/2008		D	4,310	05/01/2008	04/30/2014	Common Stock	4,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAUER DAVID P 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

Reporting Owners 2

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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.

- SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT

 (1) PROVISIONS OF RESTRICTED STOCK AND RESTRICTED STOCK UNIT AWARDS MADE UNDER THE ISSUER'S 2003 AND 2007 STOCK INCENTIVE PLANS.
 - 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
- (2) 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. 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.