LEWIS J R Form 4 October 01, 2008

FORM 4

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * LEWIS J R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WENDYS INTERNATIONAL INC

(Check all applicable)

[WEN]

(Last)

(City)

3. Date of Earliest Transaction

09/29/2008

(Middle)

(Zip)

(Month/Day/Year)

Officer (give title below)

10% Owner Other (specify

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

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

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

DUBLIN, OH 43017-0256

	Tubic 1 Non Delivative Securities required, Disposed of, or Beneficiary Owned						
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of	6. Ownership 7. Na	ture of					
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities	Form: Direct Indire	ect					
(Instr. 3) any Code Disposed of (D) Beneficially	(D) or Benef	ficial					
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned	Indirect (I) Owne	ership					
Following	(Instr. 4) (Instr	. 4)					
Reported							
(A) Transaction(s)							
Code V Amount (D) Price (Instr. 3 and 4)							
Code (Timount (B) Trice							
Common 09/29/2008 D 9,252 D \$0	D						
Stock $\underline{(1)}$ $09/29/2008$ $\underline{(2)}$ $\underline{(2)}$	D						
							
Common 09/29/2008 D 2,600 D \$0	I BY						
Stock 09/29/2008 D 2,000 D (2)	TRU	JST					

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	Securities		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		of Derivative Expiration Date Securities (Month/Day/Ye Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share				
OPTION (RIGHT TO PURCHASE)	\$ 28.705	09/29/2008		D		6,244	09/29/2008	04/30/2015	Common Stock	6,24				
OPTION (RIGHT TO PURCHASE)	\$ 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	
LEWIS J R 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).

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.

Reporting Owners 2

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- 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
- 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.