PELTZ NELSON Form 4 February 03, 2012

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

_ 10% Owner

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * PELTZ NELSON

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Wendy's Co [WEN]

(Month/Day/Year)

3. Date of Earliest Transaction

02/01/2012

Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting Person

Filed(Month/Day/Year)

4. If Amendment, Date Original

NEW YORK, NY 10017

280 PARK AVENUE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		1 40	16 1 - 14011	Derivative	ecuii	nes Acquii	cu, Disposeu oi,	or beneficially	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie ord Disposed (Instr. 3, 4	d of (E))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/01/2012		P	875,000 (1)	A	\$ 4.7539 (1)	77,498,145	I	By Trian Partners (2) (3)
Common Stock	02/02/2012		P	875,000 (4)	A	\$ 4.78 (4)	78,373,145	I	By Trian Partners (2) (3)
Common Stock	02/03/2015		P	875,000 (<u>5)</u>	A	\$ 4.8672 (5)	79,248,145	I	By Trian Partners (2) (3)
Common							15,255,818	D	

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Common Stock	70,650	I	By Spouse (6)
Common Stock	600	I	By Children
Common Stock	744,111	I	By GRAT

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
PELTZ NELSON	v	v						
280 PARK AVENUE NEW YORK, NY 10017	X	X						

Signatures

Stuart I. Rosen, Attorney-In-Fact for Nelson
Peltz

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
- The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.70 to \$4.77. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price..
 - Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" and collectively, the "Trian Entities"), and as such determines the investment and strategic funds and collectively the "Trian Entities" of the Trian Entities with respect to the charge of the Lagrange held by them. Mr. Belta is a grapher of Trian Fund
- voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. Peltz is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Mr. Peltz is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the investment and voting decisions made by Trian GP LLC on behalf of Trian GP.
- (3) (FN 2, contd.) Accordingly, Mr. Peltz may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities and Trian GP. Mr. Peltz disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.755 to \$4.810. The

 (4) reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$4.83 to \$4.90. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (6) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (7) Owned by a minor child and an adult child living in the reporting person's household.

Remarks:

The transactions involving securities of the Issuer reported in this filing are the same securities and transactions reported separ 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.