

Boone Daniel L
 Form 3
 January 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Boone Daniel L | | (Month/Day/Year) | WENDYS INTERNATIONAL INC [WEN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/03/2005 | | |
| WENDY'S INTERNATIONAL, INC., Â P. O. BOX 256 | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP & GEN. CONTROLLER | |
| DUBLIN, Â OH Â 43017-0256 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 20,734.215 | D | Â |
| Common Stock | 12,595.199 | I | BY 401(K) PLAN |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Phantom Stock | Â (1) | Â (1) | Common Stock | 110.7667 | \$ 0 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 08/01/1997(2) | 07/31/2006 | Common Stock | 8,779 | \$ 17.375 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 08/01/2001(3) | 07/31/2010 | Common Stock | 15,133 | \$ 17.875 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 07/30/1999(4) | 07/29/2008 | Common Stock | 12,194 | \$ 22.3438 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 08/01/2002(5) | 07/31/2011 | Common Stock | 14,890 | \$ 26.74 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 07/30/1998(6) | 07/29/2007 | Common Stock | 8,599 | \$ 27.125 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 04/23/2004(7) | 04/22/2013 | Common Stock | 14,400 | \$ 27.99 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 07/28/2000(8) | 07/27/2009 | Common Stock | 14,562 | \$ 30.8438 | D | Â |
| OPTION (RIGHT TO PURCHASE) | 04/29/2003(9) | 04/28/2012 | Common Stock | 17,600 | \$ 37.865 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boone Daniel L WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256 | Â | Â | Â SVP & GEN. CONTROLLER | Â |

Signatures

DANIEL L
BOONE

01/13/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 REPORTED SHARES OF PHANTOM STOCK WERE ACQUIRED UNDER WENDY'S INTERNATIONAL, INC.'S
(1) SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION OF SERVICE.

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- (2) 2,194 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/97, AND 2,195 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/98, 08/01/99, 08/01/00.
- (3) 3,783 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/01, 08/01/02, AND 08/01/03. AN ADDITIONAL 3,784 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/04.
- (4) 3,048 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99 AND 07/30/01. AN ADDITIONAL 3,049 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/00, AND 07/30/02.
- (5) 3,722 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/02 AND 08/01/04. AN ADDITIONAL 3,723 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/03 AND 08/01/05.
- (6) 2,149 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 07/30/98, AND 2,150 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99, 07/30/00, 07/30/01.
- (7) 3,600 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/23/04, 04/23/05, 04/23/06, AND 04/23/07.
- (8) 3,640 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/00, AND 07/28/02. AN ADDITIONAL 3,641 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/01 AND 07/28/03.
- (9) 4,400 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/29/03, 04/29/04, 04/29/05, AND 04/29/06.

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.