

Fitzsimmons Joseph Jay
 Form 4
 October 01, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Fitzsimmons Joseph Jay

2. Issuer Name and Ticker or Trading Symbol
 WENDYS INTERNATIONAL INC
 [WEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/29/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXECUTIVE VICE PRESIDENT & CFO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DUBLIN, OH 43017-0256

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	09/29/2008		D	6,815 D \$ 0 ₍₂₎	0	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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
OPTION (RIGHT TO PURCHASE) (3)	\$ 28.705	09/29/2008		D	102,053	09/29/2008 04/30/2015	Common Stock 10
OPTION (RIGHT TO PURCHASE) (3)	\$ 37.63	09/29/2008		D	31,271	05/01/2008 04/30/2014	Common Stock 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fitzsimmons Joseph Jay WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			EXECUTIVE VICE PRESIDENT & CFO	

Signatures

DANA KLEIN,
ATTORNEY-IN-FACT
Date: 10/01/2008

__Signature of 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).

- (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 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.
- (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.
- (2) 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,

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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.