

WENDYS INTERNATIONAL INC

Form 4

August 28, 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 *
HILL JANET

(Last) (First) (Middle)

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	08/26/2008		M		5,178	A	\$ 8.63	24,429	D	
Common Stock	08/26/2008		M		5,178	A	\$ 12.91	29,607	D	
Common Stock	08/26/2008		M		11,391	A	\$ 13.51	40,998	D	
Common Stock	08/26/2008		M		5,178	A	\$ 14.89	46,176	D	
Common Stock	08/26/2008		M		5,178	A	\$ 17.01	51,354	D	

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Common Stock 08/26/2008 S 32,103 D \$ 24.9207 19,251 D

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. 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)	8. Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 8.63	08/26/2008		M	5,178	08/01/2001 07/31/2010	Common Stock	5,178
OPTION (RIGHT TO PURCHASE)	\$ 12.91	08/26/2008		M	5,178	08/01/2002 07/31/2011	Common Stock	5,178
OPTION (RIGHT TO PURCHASE)	\$ 13.51	08/26/2008		M	11,391	04/23/2004 04/22/2013	Common Stock	11,391
OPTION (RIGHT TO PURCHASE)	\$ 14.89	08/26/2008		M	5,178	07/28/2000 07/27/2009	Common Stock	5,178
OPTION (RIGHT TO PURCHASE)	\$ 17.01	08/26/2008		M	5,178	07/24/2003 07/23/2012	Common Stock	5,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL JANET WENDY'S INTERNATIONAL, INC. P. O. BOX 256	X			

DUBLIN, OH 43017-0256

Signatures

DANA KLEIN,
ATTORNEY-IN-FACT

08/28/2008

__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).

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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