

WENDYS INTERNATIONAL INC

Form 3

August 22, 2005

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Pershing Square Investment
II, L.P.

(Last) (First) (Middle)

110 EAST 42ND
STREET,Â 18TH FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/11/20053. Issuer Name **and** Ticker or Trading Symbol

WENDYS INTERNATIONAL INC [WEN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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 Shares

1,366,000

I

See Footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	772,463	\$ 27.37	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	772,463	\$ 33.23	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/16/2007	Common Shares	772,463	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	07/21/2006	Common Shares	772,463	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	09/15/2006	Common Shares	772,463	\$ 31.28	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	227,537	\$ 27.37	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	227,537	\$ 33.23	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	500,000	\$ 30.4	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	750,000	\$ 31	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/22/2007	Common Shares	500,000	\$ 30.19	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/02/2007	Common Shares	500,000	\$ 30.45	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	500,000	\$ 30.944	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	250,000	\$ 30.976	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/16/2007	Common Shares	227,537	\$ 29.32	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/23/2006	Common Shares	1,500,000	\$ 45	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	07/21/2006	Common Shares	227,537	\$ 29.32	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	09/15/2006	Common Shares	227,537	\$ 31.28	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	09/27/2006	Common Shares	743,000	\$ 31.2	I	See footnote. <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Investment II, L.P. 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

Pershing Square Investment II, L.P., By: Pershing Square Holdings GP, LLC, Its: General Partner, By: /s/ William A. Ackman, Its: Managing Member

08/17/2005

—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).
Represents shares directly beneficially owned by Pershing Square, L.P., Pershing Square International, Ltd. and Pershing Square II, L.P., respectively, which may be deemed to be indirectly beneficially owned by Pershing Square Investment II, L.P. Pershing Square
(1) Investment II, L.P. disclaims beneficial ownership with respect to the shares directly beneficially by Pershing Square, L.P., Pershing Square International, Ltd., and Pershing Square II, L.P., respectively, except to the extent of its pecuniary interest therein.
(2) Immediate.

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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