

MILLAR JAMES F
Form 4
October 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
MILLAR JAMES F

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)

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)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	09/29/2008		D		11,673	D	\$ 0 ₍₂₎
					0		0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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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DATE.

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.

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.

- (2) (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, 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.