

WENDYS INTERNATIONAL INC

Form 4

May 23, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON KERRII B

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
CEO & PRESIDENT

DUBLIN, OH 43017-0256

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	05/21/2008		M/K	V Amount (A) or (D) Price 149,130 A \$ 13.51	315,267.455	D	
Common Stock	05/21/2008		M	169,866 A \$ 18.28	485,133.455	D	
Common Stock	05/21/2008		M/K	12,404 A \$ 18.28	497,537.455	D	
Common Stock ⁽²⁾	05/21/2008		F	79,769 D \$ 28.1	417,768.455	D	
Common Stock					835.2378	I	BY 401(K)

Common Stock	5,500	I	PLAN BY IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 13.51	05/21/2008		M/K		149,130		04/22/2004	04/22/2013	Common Stock	1,491,300
OPTION (RIGHT TO PURCHASE)	\$ 18.28	05/21/2008		M/K		12,404		04/28/2003	04/28/2012	Common Stock	124,040
OPTION (RIGHT TO PURCHASE)	\$ 18.28	05/21/2008		M		169,866		04/28/2003	04/28/2012	Common Stock	1,698,660

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON KERRII B WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	X CEO & PRESIDENT

Signatures

KERRIIBANDERSON 05/23/2008

__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).
- (2) THE NET RESULT OF THE TRANSACTIONS REPORTED ON THIS FORM 4 IS THE REPORTING PERSON'S COMMON SHARES BENEFICIALLY OWNED INCREASED BY 251,631 SHARES.
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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