

MUELLER THOMAS J
Form 4
August 08, 2005

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 *
MUELLER THOMAS J

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

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRES. & COO - N. AMERICA

(Street)

DUBLIN, OH 43017-0256

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

(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				(A) or (D)	Price
Common Stock	08/04/2005		M			5,257	A	\$ 30.8438	56,614	D	
Common Stock	08/04/2005		M			5,581	A	\$ 30.8438	62,195	D	
Common Stock	08/04/2005		M			5,581	A	\$ 30.8438	67,776	D	
Common Stock	08/04/2005		M			5,581	A	\$ 30.8438	73,357	D	
Common Stock	08/04/2005		M			31,182	A	\$ 27.99	104,539	D	

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Common Stock	08/04/2005	S ⁽¹⁾	53,182	D	\$ 50.3473	51,357	D	
Common Stock						3,091.008	I	BY 401(K) PLAN

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 27.99	08/04/2005		M	31,182	04/23/2004 04/22/2013	Common Stock	31,182	
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,257	07/28/2000 07/27/2009	Common Stock	5,257	
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2001 07/27/2009	Common Stock	5,581	
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2002 07/27/2009	Common Stock	5,581	
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,581	07/28/2003 07/27/2009	Common Stock	5,581	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MUELLER THOMAS J
WENDY'S INTERNATIONAL, INC.
P. O. BOX 256
DUBLIN, OH 43017-0256

PRES. & COO - N. AMERICA

Signatures

THOMAS J
MUELLER

08/08/2005

__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).

(1) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTIONS.

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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