

MCCORKLE LEON M JR
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 *
MCCORKLE LEON M JR

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)
EVP, GC & SECRETARY

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	08/04/2005		M	4,583 A \$ 23.6875	21,978	D	
Common Stock	08/04/2005		M	4,584 A \$ 23.6875	26,562	D	
Common Stock	08/04/2005		M	5,549 A \$ 30.8438	32,111	D	
Common Stock	08/04/2005		M	5,551 A \$ 30.8438	37,662	D	
Common Stock	08/04/2005		M	2,920 A \$ 17.875	40,582	D	

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Common Stock	08/04/2005	M	19,902	A	\$ 26.74	60,484	D
Common Stock <u>(1)</u>	08/04/2005	S ⁽²⁾	43,089	D	\$ 50.4906	17,395	D

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)	Amount or Number of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/04/2005		M	2,920	08/01/2004 07/31/2010	Common Stock	2,9
OPTION (RIGHT TO PURCHASE)	\$ 23.6875	08/04/2005		M	4,583	10/29/2001 10/28/2008	Common Stock	4,5
OPTION (RIGHT TO PURCHASE)	\$ 23.6875	08/04/2005		M	4,584	10/29/2002 10/28/2008	Common Stock	4,5
OPTION (RIGHT TO PURCHASE)	\$ 26.74	08/04/2005		M	19,902	08/01/2002 07/31/2011	Common Stock	19,
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,549	07/28/2002 07/27/2009	Common Stock	5,5
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	08/04/2005		M	5,551	07/28/2003 07/27/2009	Common Stock	5,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORKLE LEON M JR WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			EVP, GC & SECRETARY	

Signatures

LEON M MCCORKLE, JR.	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) SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT PROVISIONS OF A RESTRICTED STOCK AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.
 - (2) 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. 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.