

Boone Daniel L
Form 3
January 13, 2005

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

OMB APPROVAL

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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 *

Boone Daniel L
(Last) (First) (Middle)

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/03/2005

3. Issuer Name and Ticker or Trading Symbol
WENDYS INTERNATIONAL INC [WEN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP & GEN. CONTROLLER

5. 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 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 Stock

20,734.215

D

^

Common Stock

12,595.199

I

BY 401(K) PLAN

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

SEC 1473 (7-02)

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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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	110.7667	\$ 0	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/1997(2)	07/31/2006	Common Stock	8,779	\$ 17.375	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/2001(3)	07/31/2010	Common Stock	15,133	\$ 17.875	D	Â
OPTION (RIGHT TO PURCHASE)	07/30/1999(4)	07/29/2008	Common Stock	12,194	\$ 22.3438	D	Â
OPTION (RIGHT TO PURCHASE)	08/01/2002(5)	07/31/2011	Common Stock	14,890	\$ 26.74	D	Â
OPTION (RIGHT TO PURCHASE)	07/30/1998(6)	07/29/2007	Common Stock	8,599	\$ 27.125	D	Â
OPTION (RIGHT TO PURCHASE)	04/23/2004(7)	04/22/2013	Common Stock	14,400	\$ 27.99	D	Â
OPTION (RIGHT TO PURCHASE)	07/28/2000(8)	07/27/2009	Common Stock	14,562	\$ 30.8438	D	Â
OPTION (RIGHT TO PURCHASE)	04/29/2003(9)	04/28/2012	Common Stock	17,600	\$ 37.865	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boone Daniel L WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	Â	Â	Â SVP & GEN. CONTROLLER	Â

Signatures

DANIEL L
BOONE

01/13/2005

**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).

THE REPORTED SHARES OF PHANTOM STOCK WERE ACQUIRED UNDER WENDY'S INTERNATIONAL, INC.'S
(1) SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION OF SERVICE.

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- (2) 2,194 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/97, AND 2,195 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/98, 08/01/99, 08/01/00.
- (3) 3,783 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/01, 08/01/02, AND 08/01/03. AN ADDITIONAL 3,784 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/04.
- (4) 3,048 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99 AND 07/30/01. AN ADDITIONAL 3,049 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/00, AND 07/30/02.
- (5) 3,722 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 08/01/02 AND 08/01/04. AN ADDITIONAL 3,723 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 08/01/03 AND 08/01/05.
- (6) 2,149 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON 07/30/98, AND 2,150 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/30/99, 07/30/00, 07/30/01.
- (7) 3,600 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/23/04, 04/23/05, 04/23/06, AND 04/23/07.
- (8) 3,640 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/00, AND 07/28/02. AN ADDITIONAL 3,641 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 07/28/01 AND 07/28/03.
- (9) 4,400 OF THESE STOCK OPTIONS BECOME EXERCISABLE ON EACH OF 04/29/03, 04/29/04, 04/29/05, AND 04/29/06.

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.