

WENDYS INTERNATIONAL INC
 Form 4
 August 28, 2008

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 *
 HILL JANET

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)
 08/26/2008

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 | | | | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 08/26/2008 | | M | | | 5,178 | A | \$ 8.63 | 24,429 | D | |
| Common Stock | 08/26/2008 | | M | | | 5,178 | A | \$ 12.91 | 29,607 | D | |
| Common Stock | 08/26/2008 | | M | | | 11,391 | A | \$ 13.51 | 40,998 | D | |
| Common Stock | 08/26/2008 | | M | | | 5,178 | A | \$ 14.89 | 46,176 | D | |
| Common Stock | 08/26/2008 | | M | | | 5,178 | A | \$ 17.01 | 51,354 | D | |

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Common Stock 08/26/2008 S 32,103 D \$ 24.9207 19,251 D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| OPTION (RIGHT TO PURCHASE) | \$ 8.63 | 08/26/2008 | | M | 5,178 | 08/01/2001 07/31/2010 | Common Stock | 5,178 |
| OPTION (RIGHT TO PURCHASE) | \$ 12.91 | 08/26/2008 | | M | 5,178 | 08/01/2002 07/31/2011 | Common Stock | 5,178 |
| OPTION (RIGHT TO PURCHASE) | \$ 13.51 | 08/26/2008 | | M | 11,391 | 04/23/2004 04/22/2013 | Common Stock | 11,391 |
| OPTION (RIGHT TO PURCHASE) | \$ 14.89 | 08/26/2008 | | M | 5,178 | 07/28/2000 07/27/2009 | Common Stock | 5,178 |
| OPTION (RIGHT TO PURCHASE) | \$ 17.01 | 08/26/2008 | | M | 5,178 | 07/24/2003 07/23/2012 | Common Stock | 5,178 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL JANET WENDY'S INTERNATIONAL, INC. P. O. BOX 256 | X | | | |

DUBLIN, OH 43017-0256

Signatures

DANA KLEIN,
ATTORNEY-IN-FACT

08/28/2008

__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).

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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