

WENDYS INTERNATIONAL INC
 Form 3
 August 22, 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pershing Square Investment II, L.P.		(Month/Day/Year)	WENDYS INTERNATIONAL INC [WEN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
110 EAST 42ND STREET, Â 18TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK, Â NY Â 10017			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Shares	1,366,000	I	See Footnote ⁽¹⁾

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	772,463	\$ 27.37	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	772,463	\$ 33.23	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	03/16/2007	Common Shares	772,463	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	07/21/2006	Common Shares	772,463	\$ 29.32	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	09/15/2006	Common Shares	772,463	\$ 31.28	D	Â
Options to Purchase Common Shares	Â <u>(2)</u>	01/19/2007	Common Shares	227,537	\$ 27.37	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	11/17/2006	Common Shares	227,537	\$ 33.23	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	500,000	\$ 30.4	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/20/2007	Common Shares	750,000	\$ 31	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	02/22/2007	Common Shares	500,000	\$ 30.19	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/02/2007	Common Shares	500,000	\$ 30.45	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	500,000	\$ 30.944	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/12/2007	Common Shares	250,000	\$ 30.976	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/16/2007	Common Shares	227,537	\$ 29.32	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	03/23/2006	Common Shares	1,500,000	\$ 45	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	07/21/2006	Common Shares	227,537	\$ 29.32	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	09/15/2006	Common Shares	227,537	\$ 31.28	I	See footnote. <u>(1)</u>
Options to Purchase Common Shares	Â <u>(2)</u>	09/27/2006	Common Shares	743,000	\$ 31.2	I	See footnote. <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Investment II, L.P. 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017	^	^ X	^	^

Signatures

Pershing Square Investment II, L.P., By: Pershing Square Holdings GP, LLC, Its: General Partner, By: /s/ William A. Ackman, Its: Managing Member 08/17/2005

__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).
 Represents shares directly beneficially owned by Pershing Square, L.P., Pershing Square International, Ltd. and Pershing Square II, L.P., respectively, which may be deemed to be indirectly beneficially owned by Pershing Square Investment II, L.P. Pershing Square
 (1) Investment II, L.P. disclaims beneficial ownership with respect to the shares directly beneficially by Pershing Square, L.P., Pershing Square International, Ltd., and Pershing Square II, L.P., respectively, except to the extent of its pecuniary interest therein.
 (2) Immediate.

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.