

PELTZ NELSON
Form 4
December 08, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PELTZ NELSON

2. Issuer Name **and** Ticker or Trading
Symbol
TRIARC COMPANIES INC
[TRY;TRY.B]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
TRIARC COMPANIES, INC., 280
PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
NEW YORK, NY 10017

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 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
Class A Common Stock	12/06/2005		M		150,000	A	<u>(1)</u> <u>(2)</u> 5,918,039
Class A Common Stock	12/06/2005		F		84,635	D	<u>(3)</u> 5,833,404
Class B Common Stock, Series 1	12/06/2005		F		169,271	D	<u>(3)</u> 6,259,889

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Class B Common Stock, Series 1	12/06/2005	M	300,000	A	<u>(1)</u> <u>(2)</u>	6,559,889	D	
Class A Common Stock						23,550	I	By Family Limited Partnership <u>(4)</u> <u>(5)</u>
Class A Common Stock						200	I	By Minor Children <u>(4)</u>
Class B Common Stock, Series 1						47,100	I	By Family Limited Partnership <u>(4)</u> <u>(5)</u>
Class B Common Stock, Series 1						400	I	By Minor Children <u>(4)</u>

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy) ⁽⁶⁾	\$ 10.125	12/06/2005		M		150,000	<u>(1)</u> <u>(2)</u>	<u>(7)</u> 12/07/2005		Class A Common Stock	150,000 <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

PELTZ NELSON
TRIARC COMPANIES, INC.
280 PARK AVENUE
NEW YORK, NY 10017

X X Chairman and CEO

Signatures

/s/ Peltz, Nelson 12/08/2005

__Signature of Date
Reporting Person

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) This employee stock option was previously reported as an option for 150,000 shares of Class A Common Stock at an exercise price of \$10.125 per share, but was adjusted to reflect the stock dividend referred to in note (2) below. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, 300,000 shares of Class B Common Stock, Series 1 for no additional consideration.

(2) On August 11, 2003, Triarc declared a stock dividend, payable to all holders of record of Class A Common Stock on August 21, 2003, of two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock outstanding. As a result of the stock dividend, each outstanding option granted under Triarc's 1993 Equity Participation Plan was adjusted so that each such option outstanding as of August 21, 2003 became exercisable for both one share of Class A Common and two shares of Class B Common Stock, Series 1.

(3) In connection with the exercise of the stock option reported herein, Mr. Peltz tendered 99,006 shares of Triarc's Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class B Common Stock, Series 1, on December 6, 2005, as payment of the exercise price of such options. Additionally, Mr. Peltz elected to have withheld from the shares issued upon exercise of such stock option 84,635 shares of Class A Common Stock and 70,265 shares of Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 6, 2005, to satisfy tax withholding obligations in connection with such stock option exercise.

(4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) All such shares are owned by the Peltz Family Limited Partnership, an entity in which Mr. Peltz's spouse is the sole General Partner. Mr. Peltz was formerly a general partner of the partnership but has transferred his interest in the partnership to his spouse.

(6) With tandem tax withholding rights.

(7) The option vested in three equal installments on December 7, 1996, 1997 and 1998.

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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