

HOUSE PAUL D
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 *
HOUSE PAUL D

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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	08/04/2005		M		13,556	A	\$ 17.875	42,643	D
Common Stock	08/04/2005		M		15,626	A	\$ 17.875	58,269	D
Common Stock	08/04/2005		M		15,627	A	\$ 17.875	73,896	D
Common Stock	08/04/2005		M		32,894	A	\$ 27.99	106,790	D
Common Stock	08/04/2005		M		62,297	A	\$ 26.74	169,087	D

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Common Stock 08/04/2005 S(1) 140,000 D \$ 50.2684 29,087 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/04/2005		M	13,556	08/01/2002 07/31/2010	COMMON STOCK
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/04/2005		M	15,626	08/01/2003 07/31/2010	COMMON STOCK
OPTION (RIGHT TO PURCHASE)	\$ 17.875	08/04/2005		M	15,627	08/01/2004 07/31/2010	COMMON STOCK
OPTION (RIGHT TO PURCHASE)	\$ 27.99	08/04/2005		M	32,894	04/23/2004 04/22/2013	COMMON STOCK
OPTION (RIGHT TO PURCHASE)	\$ 26.74	08/04/2005		M	62,297	08/01/2002 07/31/2011	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUSE PAUL D WENDY'S INTERNATIONAL, INC. P.O. BOX 256	X			

DUBLIN, OH 43017-0256

Signatures

Paul D. House

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) 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.

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