

Umphenour Russ
Form 4
June 08, 2006

FORM 4

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

OMB APPROVAL

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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 *
Umphenour Russ

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)

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

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

815 WEST PACES FERRY ROAD

06/07/2006

(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

ATLANTA, GA 30327

(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 or Price | | |
| Class A Common Stock | 06/07/2006 | | J ⁽¹⁾ | | 44 ⁽²⁾ A \$ 17 958 | D | |
| Class B Common Stock, Series 1 | 06/07/2006 | | J ⁽³⁾ | | 47 ⁽²⁾ A \$ 15.87 3,615,223 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽⁴⁾ | \$ 17.21 | 06/07/2006 | | A | 4,000 | ⁽⁵⁾ 06/07/2016 | Class A Common Stock | 4,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 16.31 | 06/07/2006 | | A | 8,000 | ⁽⁵⁾ 06/07/2016 | Class B Common Stock, Series 1 | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Umphenour Russ 815 WEST PACES FERRY ROAD ATLANTA, GA 30327 | | X | | |

Signatures

/s/ Umphenour, Jr.,
Russell V. 06/08/2006

**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) Shares were issued pursuant to the Company's Amended and Restated 2002 Equity Participation Plan in lieu of Board of Directors meeting attendance fee that would otherwise be payable in cash.
 - (2) In accordance with the Company's Amended and Restated 2002 Equity Participation Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date on which the meeting fee would otherwise be payable.
 - (3)

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Shares were issued pursuant to the Company's 2002 Equity Participation Plan in lieu of Board of Directors meeting attendance fee that would otherwise be payable in cash.

(4) With tandem tax withholding rights.

(5) The option vests in two equal installments on June 7, 2007 and 2008.

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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