

CHESNUT KATHIE T  
Form 4  
August 16, 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 \*  
CHESNUT KATHIE T

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)  
08/15/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT

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                    | 08/15/2005                           |  | M                              |   | 6,076   | A  | \$ 17.875 32,358                  |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 3,334   | A  | \$ 22.25 35,692                   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 20,192  | A  | \$ 26.74 55,884                   |
| Common Stock                    | 08/15/2005                           |  | M                              |   | 19,500  | A  | \$ 27.99 75,384                   |
| Common Stock                    | 08/15/2005                           |  | S <sup>(1)</sup>               |   | 49,102  | D  | \$ 49.8865 26,282                 |

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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.**

SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| OPTION (RIGHT TO PURCHASE)                 | \$ 17.875  | 08/15/2005                           |  | M                              | 6,076   | 08/01/2004 07/31/2010                                    | Common Stock  | 6,076                      |
| OPTION (RIGHT TO PURCHASE)                 | \$ 22.25   | 08/15/2005                           |  | M                              | 3,334   | 11/02/2004 11/01/2010                                    | Common Stock  | 3,334                      |
| OPTION (RIGHT TO PURCHASE)                 | \$ 26.74   | 08/15/2005                           |  | M                              | 20,192  | 08/01/2002 07/31/2011                                    | Common Stock  | 20,192                     |
| OPTION (RIGHT TO PURCHASE)                 | \$ 27.99   | 08/15/2005                           |  | M                              | 19,500  | 04/23/2004 04/22/2013                                    | Common Stock  | 19,500                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| CHESNUT KATHIE T<br>WENDY'S INTERNATIONAL, INC.<br>P. O. BOX 256<br>DUBLIN, OH 43017-0256 |               |           | EXECUTIVE VICE PRESIDENT |       |

## Signatures

KATHIE T  
CHESNUT  
08/16/2005

\*\*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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