

Wendy's Co
Form 4
July 09, 2015

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 *
MAY PETER W

(Last) (First) (Middle)
280 PARK AVENUE
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wendy's Co [WEN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/08/2015		D	V	1,701,656 (1)	D	
					\$ 11.45		
					5,380,132 (1)	D	
Common Stock	07/08/2015		D	V	13,232,044 (2)	D	
					\$ 11.45		
					40,792,537 (2)	I	By Trian Partners (3) (4)

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

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- (4) (FN 3, contd.) Accordingly, Mr. May may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Funds and Trian GP. Mr. May disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein 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.

Remarks:

The transactions involving securities of the Issuer referred to as being beneficially owned by Trian Partners that are reported in Form 4s filed by Trian Fund Management, L.P.; Trian Partners General Partner, LLC; Trian Fund Management GP, LLC; Trian Partners Strategic Investment Fund General Partner, LLC; Trian Partners GP, L.P.; Trian Partners, L.P.; Trian Partners M Trian Partners Strategic Investment Fund, L.P. and Trian Partners Strategic Investment Fund GP, L.P. (collectively, the "Trian Partners") are the same shares of the Issuer referred to in this filing as beneficially owned by Trian Partners are the same shares as those reported in Form 4s filed by Trian Partners.

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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