

WENDYS INTERNATIONAL INC
 Form 3
 August 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â PERSHING SQUARE II LP</p> <p>(Last) (First) (Middle)</p> <p>110 EAST 42ND STREET,Â 18TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/11/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WENDYS INTERNATIONAL INC [WEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 2,270 | D | Â |
| Common Shares | 1,333,730 | I | See Footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|---------------|----------------------------|---------------------|---|-------------------|
| Options to Purchase Common Shares | Â (2) | 01/19/2007 | Common Shares | 4,525 | \$ 27.37 | D | Â |
| Options to Purchase Common Shares | Â (2) | 11/17/2006 | Common Shares | 4,525 | \$ 33.23 | D | Â |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 11,072 | \$ 30.4 | D | Â |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 16,488 | \$ 31 | D | Â |
| Options to Purchase Common Shares | Â (2) | 02/22/2007 | Common Shares | 11,072 | \$ 30.19 | D | Â |
| Options to Purchase Common Shares | Â (2) | 03/02/2007 | Common Shares | 10,832 | \$ 30.45 | D | Â |
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 9,947 | \$ 30.944 | D | Â |
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 4,974 | \$ 30.976 | D | Â |
| Options to Purchase Common Shares | Â (2) | 03/16/2007 | Common Shares | 4,525 | \$ 29.32 | D | Â |
| Options to Purchase Common Shares | Â (2) | 03/23/2006 | Common Shares | 32,423 | \$ 45 | D | Â |
| Options to Purchase Common Shares | Â (2) | 07/21/2006 | Common Shares | 4,525 | \$ 29.32 | D | Â |
| Options to Purchase Common Shares | Â (2) | 09/15/2006 | Common Shares | 4,525 | \$ 31.28 | D | Â |
| Options to Purchase Common Shares | Â (2) | 09/27/2006 | Common Shares | 16,303 | \$ 31.2 | D | Â |
| Options to Purchase Common Shares | Â (2) | 01/19/2007 | Common Shares | 995,475 | \$ 27.37 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 11/17/2006 | Common Shares | 995,475 | \$ 33.23 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 488,928 | \$ 30.4 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 733,512 | \$ 31 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 02/22/2007 | Common Shares | 488,928 | \$ 30.19 | I | See footnote. (1) |
| | Â (2) | 03/02/2007 | | 489,168 | \$ 30.45 | I | See footnote. (1) |

| Options to Purchase Common Shares | | | Common Shares | | | | |
|-----------------------------------|-------|------------|---------------|-----------|-----------|---|-------------------|
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 490,053 | \$ 30.944 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 245,026 | \$ 30.976 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 03/16/2007 | Common Shares | 995,475 | \$ 29.32 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 03/23/2006 | Common Shares | 1,467,577 | \$ 45 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 07/21/2006 | Common Shares | 995,475 | \$ 29.32 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 09/15/2006 | Common Shares | 995,475 | \$ 31.28 | I | See footnote. (1) |
| Options to Purchase Common Shares | Â (2) | 09/27/2006 | Common Shares | 726,697 | \$ 31.2 | I | See footnote. (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERSHING SQUARE II LP 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |

Signatures

Pershing Square II, L.P., By: Pershing Square GP, LLC, Its: General Partner, By: William A. Ackman, Its: Managing Member

08/17/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares directly beneficially owned by Pershing Square, L.P., Pershing Square International, Ltd., and Pershing Square Investment II, L.P., which may be deemed to be indirectly beneficially owned by Pershing Square II, L.P. Pershing Square II, L.P. disclaims beneficial ownership with respect to the shares directly beneficially by Pershing Square, L.P., Pershing Square International, Ltd., and Pershing Square Investment II, L.P., except to the extent of its pecuniary interest therein.

(2) Immediate.

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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