

PELTZ NELSON
Form 4
January 03, 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 *
PELTZ NELSON

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)
12/29/2005

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

TRIARC COMPANIES, INC., 280
PARK AVENUE

(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

NEW YORK, NY 10017

(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
Class A Common Stock	12/29/2005		M ⁽¹⁾		1,017,071	A	⁽²⁾ / ₍₃₎ 6,850,475
Class A Common Stock	12/29/2005		F ⁽¹⁾		433,626	D	⁽²⁾ / ₍₃₎ / ₍₄₎ 6,416,849
Class B Common Stock, Series 1	12/29/2005		M ⁽¹⁾		2,034,132	A	⁽²⁾ / ₍₅₎ 8,594,021

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Class B Common Stock, Series 1	12/29/2005	<u>F</u> ⁽¹⁾	867,253	D	<u>(2)</u> <u>(4)</u> <u>(5)</u>	7,726,768	D	
Class A Common Stock	12/29/2005	<u>M</u> ⁽¹⁾	580,411	A	<u>(2)</u> <u>(6)</u>	6,997,260	D	
Class A Common Stock	12/29/2005	<u>F</u> ⁽¹⁾	409,984	D	<u>(2)</u> <u>(6)</u> <u>(7)</u>	6,587,276	D	
Class B Common Stock, Series 1	12/29/2005	<u>M</u> ⁽¹⁾	1,160,821	A	<u>(2)</u> <u>(6)</u>	8,887,589	D	
Class B Common Stock, Series 1	12/29/2005	<u>F</u> ⁽¹⁾	819,967	D	<u>(2)</u> <u>(6)</u> <u>(7)</u>	8,067,622	D	
Class A Common Stock						23,550	I	By Family Limited Partnership <u>(8)</u> <u>(9)</u>
Class A Common Stock						200	I	By Minor Children <u>(8)</u>
Class B Common Stock, Series 1						47,100	I	By Family Limited Partnership <u>(8)</u> <u>(9)</u>
Class B Common Stock, Series 1						400	I	By Minor Children <u>(8)</u>

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

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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	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 Underlying (Instr. 3 and
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Derivative Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock				1,017,071	<u>(3)</u>	01/02/2008	Class A Common Stock
Phantom Stock <u>(8)</u>				2,034,132	<u>(5)</u>	01/02/2008	Class B Common Stock, Series 1
Employee Stock Option <u>(13)</u>				200,000 <u>(2)</u>	<u>(10)</u>	12/22/2009	Class A Common Stock
Employee Stock Option <u>(13)</u>				150,000 <u>(2)</u>	<u>(11)</u>	12/12/2007	Class A Common Stock
Employee Stock Option <u>(13)</u>				230,411 <u>(2)</u>	<u>(12)</u>	12/06/2011	Class A Common Stock
Employee Stock Option <u>(13)</u>			433,626		12/29/2005	01/01/2009	Class A Common Stock
Employee Stock Option <u>(13)</u>			867,253		12/29/2005	01/01/2009	Class B Common Stock, Series 1
Employee Stock Option <u>(13)</u>			131,411		12/29/2005	12/22/2009	Class A Common Stock
Employee Stock Option <u>(13)</u>			108,457		12/29/2005	12/12/2007	Class A Common Stock
Employee Stock Option <u>(13)</u>			170,116		12/29/2005	12/06/2011	Class A Common Stock
Employee Stock Option <u>(13)</u>			262,824		12/29/2005	12/22/2009	Class B Common Stock, Series 1
Employee Stock Option <u>(13)</u>			216,912		12/29/2005	12/12/2007	Class B Common Stock, Series 1

Employee Stock Option ⁽¹³⁾	\$ 14.94	12/29/2005	A ⁽¹⁾	340,231	12/29/2005	12/06/2011
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Class B
Common
Stock,
Series 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELTZ NELSON TRIARC COMPANIES, INC. 280 PARK AVENUE NEW YORK, NY 10017	X	X	Chairman and CEO	

Signatures

/s/ Stuart I. Rosen, as attorney-in-fact for Nelson Peltz	01/03/2006
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**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) This Statement of Changes in Beneficial Ownership of Securities reflects transactions relating to: (i) the distribution to the reporting person of shares of Class A Common Stock and Class B Common Stock, Series 1, the receipt of which was previously deferred by the reporting person; (ii) the exercise of certain previously granted and vested stock options; (iii) the tendering and withholding of shares in consideration of exercise prices and withholding tax, respectively, in connection with the foregoing; and (iv) the award of the stock options referred to herein.

(2) On August 11, 2003, Triarc declared a stock dividend, payable to all holders of record of Class A Common Stock on August 21, 2003, of two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock outstanding. As a result of the stock dividend, then outstanding options under Triarc's equity participation plans and then-outstanding phantom shares were adjusted so that each option outstanding as of August 21, 2003 became exercisable for both one share of Class A Common Stock and two shares of Class B Common Stock, Series 1 and each outstanding phantom share became one phantom share of Class A Common Stock and two phantom shares of Class B Common Stock, Series 1. Phantom stock credited prior to August 11, 2003 was previously reported in respect of only Class A Common Stock. *See* also Notes (10), (11) and (12) below.

(3) Reflects the receipt of 216,477, 27,549, 600,921 and 172,124 shares of Class A Common Stock in respect of phantom stock credited to Mr. Peltz's account on April 23, 2003, February 27, 2004, April 20, 2004 and November 29, 2004, respectively. Shares in respect of such phantom stock were scheduled to be distributed to Mr. Peltz on January 2, 2008. The Company determined to distribute shares in respect of all such phantom stock on December 29, 2005.

(4) 433,626 shares of Class A Common Stock and 867,253 shares of Class B Common Stock, Series 1, were withheld from the shares received in respect of such phantom stock to satisfy tax withholding obligations, based on a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 29, 2005.

(5) Reflects the receipt of 432,954, 55,089, 1,201,843 and 344,246 shares of Class B Common Stock, Series 1, in respect of phantom stock credited to Mr. Peltz's account on April 23, 2003, February 27, 2004, April 20, 2004 and November 29, 2004, respectively. Shares in respect of such phantom stock were scheduled to be distributed to Mr. Peltz on January 2, 2008. The Company determined to distribute shares in respect of all such phantom stock on December 29, 2005.

(6) the acquisition of shares upon the exercise of employee stock options referred to in Notes (10), (11) and (12) below.

(7) In connection with the exercise of the stock options reported herein, Mr. Peltz tendered 272,503 shares of Class A Common Stock and 545,005 shares of Triarc's Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 29, 2005, as payment of the exercise prices of such options. Additionally, Mr. Peltz had withheld from the shares issued upon exercise of such stock options 137,481 shares of Class A Common

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Stock and 274,962 shares of Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 29, 2005, to satisfy tax withholding obligations in connection with such stock option exercise.

- (8) The reporting person disclaims beneficial ownership of these securities, 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.
- (9) All of such shares are owned by the Peltz Family Limited Partnership, an entity in which Mr. Peltz's spouse is the sole General Partner.
- (10) This employee stock option was previously reported as an option to acquire 200,000 shares of Class A Common Stock at an exercise price of \$17.75 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 22, 2000, 2001 and 2002.
- (11) This employee stock option was previously reported as an option to acquire 150,000 shares of Class A Common Stock at an exercise price of \$23.3125 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 12, 1998, 1999 and 2000.
- (12) This employee stock option was previously reported as an option to acquire 250,000 shares of Class A Common Stock at an exercise price of \$24.60 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 6, 2002, 2003 and 2004.
- (13) With tandem tax withholding rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.