

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)

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

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 | 1,366,000 | I | See Footnote ⁽¹⁾ ⁽³⁾ |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|---------------|----------------------------|-----------|----------------------------|-----------------------|
| Options to Purchase Common Shares | Â (2) | 01/19/2007 | Common Shares | 1,000,000 | \$ 27.37 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 11/17/2006 | Common Shares | 1,000,000 | \$ 33.23 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 500,000 | \$ 30.4 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 02/20/2007 | Common Shares | 750,000 | \$ 31 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 02/22/2007 | Common Shares | 500,000 | \$ 30.19 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 03/02/2007 | Common Shares | 500,000 | \$ 30.45 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 500,000 | \$ 30.944 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 03/12/2007 | Common Shares | 250,000 | \$ 30.976 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 03/16/2007 | Common Shares | 1,000,000 | \$ 29.32 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 03/23/2006 | Common Shares | 1,500,000 | \$ 45 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 07/21/2006 | Common Shares | 1,000,000 | \$ 29.32 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 09/15/2006 | Common Shares | 1,000,000 | \$ 31.28 | I | See footnote. (1) (3) |
| Options to Purchase Common Shares | Â (2) | 09/27/2006 | Common Shares | 743,000 | \$ 31.2 | I | See footnote. (1) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ACKMAN WILLIAM A 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |
| Pershing Square GP, LLC 110 EAST 42ND STREET 18TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |

Pershing Square Holdings GP, LLC
 110 EAST 42ND STREET
 18TH FLOOR
 NEW YORK, NY 10017

Pershing Square Capital Management, L.P.
 110 EAST 42ND STREET
 18TH FLOOR
 NEW YORK, NY 10017

PS Management GP, LLC
 110 EAST 42ND STREET
 18TH FLOOR
 NEW YORK, NY 10017

Signatures

| | |
|--|------------|
| /s/ William A. Ackman, Name: William A. Ackman | 08/17/2005 |
| __Signature of Reporting Person | Date |
| Pershing Square GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman | 08/19/2005 |
| __Signature of Reporting Person | Date |
| Pershing Square Holdings GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman | 08/19/2005 |
| __Signature of Reporting Person | Date |
| Pershing Square Capital Management, L.P., By: /s/ William A. Ackman, Name: William A. Ackman | 08/19/2005 |
| __Signature of Reporting Person | Date |
| PS Management GP, LLC, By: /s/ William A. Ackman, Name: William A. Ackman | 08/19/2005 |
| __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).
 Represents shares directly beneficially owned by Pershing Square, L.P. ("Pershing I"), Pershing Square II, L.P. ("Pershing II"), Pershing Square International, Ltd. ("International"), and Pershing Square Investment II, L.P. ("Investment Fund"), respectively, which may be deemed to be indirectly beneficially owned by William A. Ackman ("Ackman"), Pershing Square GP, LLC ("Pershing GP"), Pershing Square Holdings GP, LLC ("Investment Fund GP"), Pershing Square Capital Management, L.P. ("International Manager") and PS Management, LLC ("International GP") and, collectively with Ackman, Pershing GP, International Manager and Investment Fund GP, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership with respect to the shares directly beneficially owned by Pershing I, Pershing II, International, and Investment Fund, respectively, except to the extent of its pecuniary interest therein.
- (2) Immediate.
 Pershing GP is the general partner of Pershing I and Pershing II. Investment Fund GP is the general partner of Investment Fund. International GP is the general partner of International Manager. International Manager is the investment manager of International.
- (3) Ackman is the managing member of Pershing GP, Investment Fund GP and International GP. Ackman is an authorized signatory for each of the Reporting Persons.

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.