MAY PETER W Form 4 January 04, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MAY PETER W

2. Issuer Name and Ticker or Trading

Symbol

[WEN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

WENDY'S/ARBY'S GROUP, INC.

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director 10% Owner Other (specify Officer (give title

01/03/2011

(Street)

(State)

01/03/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City)

280 PARK AVENUE

| (City)     | (State) (Z          | Table Table        | e I - Non-Do | erivative Securities Acq | uired, Disposed o | f, or Beneficial | ly Owned    |
|------------|---------------------|--------------------|--------------|--------------------------|-------------------|------------------|-------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securities Acquired   | 5. Amount of      | 6. Ownership     | 7. Nature o |
| Security   | (Month/Day/Year)    | Execution Date, if | Transactio   | on(A) or Disposed of     | Securities        | Form: Direct     | Indirect    |
| (Instr. 3) |                     | any                | Code         | (D)                      | Beneficially      | (D) or           | Beneficial  |
|            |                     | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3, 4 and 5)      | Owned             | Indirect (I)     | Ownership   |

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or Code V Amount Price (D)

3,575

 $A^{(1)}$ 4.72 Α (1) (1)

D 8,289,278

Common Stock

Common

Stock

76,623,145

(Instr. 3 and 4)

By Trian Partners (2) (3)(4)

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)

### Edgar Filing: MAY PETER W - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title  | and         | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|-----------|-------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration D | ate         | Amount    | of          | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)       | Underly   | ing         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |             | Securitie | es          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |              |             | (Instr. 3 | and 4)      |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |              |             |           |             |             | Follo  |
|             |             |                     |                    |            | (A) or     |              |             |           |             |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |           |             |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |           |             |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |           |             |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |             |           |             |             |        |
|             |             |                     |                    |            |            |              |             | Δ         | mount       |             |        |
|             |             |                     |                    |            |            |              |             |           |             |             |        |
|             |             |                     |                    |            |            | Date         | Expiration  | Title N   | ı<br>Iumber |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | 01        |             |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             |           | hares       |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address                       | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| MAY PETER W<br>280 PARK AVENUE<br>NEW YORK, NY 10017 | X             | X         |         |       |  |  |  |

# **Signatures**

Stuart I. Rosen, Attorney-In-Fact for Peter 01/04/2011 W. May

> \*\*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).
- Shares were issued pursuant to the Company's 2010 Omnibus Award Plan (the "Plan") in lieu of a Board of Directors retainer fee that would otherwise be payable in cash. In accordance with the Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date on which the retainer fee would otherwise be payable.
- Trian Fund Management GP, LLC ("Trian Management GP") is the general partner of Trian Fund Management, L.P ("Trian (2) Management"), which serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore") and Trian Partners Parallel Fund I, L.P. ("Parallel Fund I" and collectively, the "Trian Entities").
  - (FN 2, contd.) Trian Partners General Partner, LLC ("Trian GP LLC") is the general partner of Trian Partners GP, L.P. ("Trian GP"), which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC ("Parallel Fund I
- (3) GP LLC") is the general partner of Parallel Fund I. Mr. May is a member of each of Trian Management GP, Trian GP LLC and Parallel Fund I GP LLC (the "Management Entities") and therefore is in a position to determine the investment and voting decisions made by the Trian Entities.
- (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 Management Entities and the Trian Entities. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

# Edgar Filing: MAY PETER W - Form 4

| 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. |
|---|
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |
|   |