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January 04, 2									0145 A			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL		
Washington, D.C. 20549						NGE	201911911551019	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior	suant to Se	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,						Expires: January 31, 2005 Estimated average burden hours per response 0.5				
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 R	Responses)											
1. Name and Address of Reporting Person <u>*</u> MAY PETER W			2. Issuer Name and Ticker or Trading Symbol WENDY'S/ARBY'S GROUP, INC. [WEN]					5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(]			3. Date of Earliest Transaction (Month/Day/Year)					X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below)				
280 PARK AVENUE			01/03/2011									
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
NEW YORK, NY 10017 Form filed by More than One Reporting Person												
(City)	(State) ((Zip)	Table	e I - Non-D	erivative	Secur	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	any		ed Date, if ay/Year)	3.4. Securities AcquiTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)		d of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	01/03/2011			A <u>(1)</u>	3,575 (1)	А	\$ 4.72 (1)	8,289,278	D			
Common Stock								76,623,145	I	By Trian Partners (2) (3) (4)		

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

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 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 Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting owner runner runners	Director	10% Owner	Officer Other					
MAY PETER W 280 PARK AVENUE NEW YORK, NY 10017	Х	Х						
Signatures								
Stuart I. Rosen, Attorney-In-Fa W. May	01/04/2011							

**Signature of Reporting Person

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
(1) 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.

Date

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 General Partner, LLC ("

(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

(4) Securities Exchange Act of 1954) the shares beneficially owned by the Management Entries and the Than Entries. Mr. May discrams 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.

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