Edgar Filing: Wendy's Co - Form 4

Wendy's Co Form 4 April 02, 2013OMB APPROVALFORM 4 OmbodyUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB APPROVALCheck this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESOMB APPROVALFiled 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).State average section 1940(Print or Type Response)United average Section 17(a) of the Public Utility Holding Company Act of 1940 30(h) of the Investment Company Act of 1940State average section 1940								
	Address of Reporting EDWARD P	Symbol	er Name and Ticker o	r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. D. (Mo			of Earliest Transaction Day/Year) 2013	(Check all applicable) X_ DirectorX_ 10% Owner Officer (give title Other (specify below) below)				
NEW YOR	(Street) K, NY 10017		nendment, Date Origin. onth/Day/Year)	al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transa Code (Month/Day/Year)		3. 4. Secur Transaction(A) or E Code (Instr. 3) (Instr. 8)	ities Acquired Disposed of (D) , 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/01/2013		Code V Amount $A_{\underline{(1)}}$ $3,037$ $\underline{(1)}$	(D) Price $\begin{cases} & \\ & \\ & \\ & \\ & \\ & \\ & \\ & \\ & \\ & $	327,678	D		
Common Stock					83,000,245	Ι	By Trian Partners (2) (3)	

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.

Edgar Filing: Wendy's Co - Form 4

 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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						
	Director	10% Owner	Officer	Other			
GARDEN EDWARD P 280 PARK AVENUE NEW YORK, NY 10017	Х	Х					
Signatures							
Stuart I. Rosen, Attorney-In-Fa Garden	04/02/2013						
<u>**</u> Signature of Reporting	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
 (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.

Trian Fund Management, L.P ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" and collectively, the "Trian Entities"), and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. Garden is a member of Trian Fund Management

(2) decisions of the Trian Entities with respect to the shares of the issuer herd by them. With Galden is a member of Trian Fund Management of GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Mr. Garden is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the investment and voting decisions made by Trian GP LLC on behalf of Trian GP.

(FN 2, contd.) Accordingly, Mr. Garden 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 Trian Entities and Trian GP. Mr. Garden disclaims beneficial

(3) Securities Exchange Act of 1954) the shares beneficiary owned by the Than Entries and Than OT. Wr. Garden discrams beneficiar 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.

Edgar Filing: Wendy's Co - 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.