Wendy's Co Form 4 January 04, 2012

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average

response...

Check this box

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

obligations may continue.

See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * GARDEN EDWARD P

(First) (Middle)

280 PARK AVENUE

(Street)

(State)

01/03/2012

2. Issuer Name and Ticker or Trading Symbol

Wendy's Co [WEN]

3. Date of Earliest Transaction

Code V

 $A^{(1)}$

(Month/Day/Year) 01/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director _ 10% Owner Other (specify Officer (give title below)

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

1.Title of	2. Transaction Date	
Security (Instr. 3)	(Month/Day/Year)	any
		(Month/Day/Year

(Zip)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

3,232

(1)

(A)

or

(D)

Α

Price

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

(D) or Indirect (I) (Instr. 4)

I

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Partners (2)

\$ 5.22 293,506 D (1)

76,623,145

By Trian

(3)

SEC 1474

(9-02)

Common Stock

Common

Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
GARDEN EDWARD P 280 PARK AVENUE NEW YORK, NY 10017	X	X				

Signatures

Stuart I. Rosen, Attorney-In-Fact for Edward P. 01/04/2012 Garden

> **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 (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") and Trian Partners Parallel Fund I, L.P. ("Parallel Fund I" 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
- (2) held by them. Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore 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 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. 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.

Reporting Owners 2