Edgar Filing: Wendy's Co - Form 4/A

Wendy's Co Form 4/A July 13, 2012 FORM Check thi if no long subject to Section 14 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	14 UNITED S is box ger 6. r Filed purs section 17(a	W IENT OF CHA suant to Section a) of the Public	RITIES AND E ashington, D.C. NGES IN BENE SECURITIES 16(a) of the Secu Utility Holding C investment Comp	20549 FICIAL OW s rities Exchan ompany Act o	/ NERSHIP OF ge Act of 1934, of 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> GARDEN EDWARD P			er Name and Ticker y's Co [WEN]	or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) 280 PARK A			of Earliest Transactio /Day/Year) 2012	on	(Chec X_ Director Officer (give below)	ck all applicable $\frac{X_{-}10^{\circ}}{0}$ e title $\frac{X_{-}0^{\circ}}{0}$		
Fil			nendment, Date Origi onth/Day/Year) 2012	nal	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3. 4. Sec f Transaction(A) or Code (D) r) (Instr. 8) (Instr	eurities Acquired Disposed of 3, 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)	7. Nature of	
Common Stock	04/02/2012		Code V Amou $A(1) \qquad 3,422$ (1)	\$	296,928	D		
Common Stock					83,000,245	I	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/A

 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownd 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	07/13/2012						
<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. With 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.

Remarks:

This amendment corrects the price set forth in Column 4 of Table I.

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.