

WENDYS INTERNATIONAL INC  
Form 15-12B  
October 14, 2008  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 15**

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-08116

**Wendy's International, Inc.**

(Exact name of registrant as specified in its charter)

**4288 West Dublin-Granville Road**

**Dublin, OH 43017**

**(614) 764-3100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock**

**Trust Preferred Securities (TECONS)**

**Preferred Stock Purchase Rights**

**6.25% Senior Notes due 2011**

**6.20% Senior Notes due 2014**

**7.00% Debentures due 2025**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

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Approximate number of holders of record as of the certificate or notice date:

Common Stock: 1

Trust Preferred Securities (TECONS): 0

Preferred Stock Purchase Rights: 0

6.25% Senior Notes due 2011: 47

6.20% Senior Notes due 2014: 67

7.00% Debentures due 2025: 48

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Pursuant to the requirements of the Securities Exchange Act of 1934 Wendy's International, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 14, 2008

By: /s/ Stephen E. Hare  
Stephen E. Hare  
Chief Financial Officer  
Wendy's International, Inc.