Wendy's Co
Form 4
February 27, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIAN FUND MANAGEMENT, L.P.

(Last) (First) (Middle)

280 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Wendy's Co [WEN]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2014		S		2,000,000	D	$ 10.2	64,800,245	I	Please see explanation below (1) (2) (3)

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

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 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
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners GP, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners Master Fund, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners Parallel Fund I, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners Strategic Investment Fund, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017		X		
Trian Partners Strategic Investment Fund GP, L.P. 280 PARK AVENUE 41ST FLOOR		X		

NEW YORK, NY 10017

Signatures

Trian Fund Management, L.P., By: Trian Fund Management GP, LLC, General Partner, By: Edward P. Garden	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of Trian Partners GP, L.P.	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of Trian Partners Master Fund, L.P.	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of Trian Partners Parallel Fund I, L.P.	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of the general partner of Trian Partners Strategic Investment Fund, L.P.	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of the general partner of Trian Partners, L.P.	02/27/2014
**Signature of Reporting Person	Date
Edward P. Garden, member of the general partner of Trian Partners Strategic Investment Fund GP, L.P	02/27/2014
**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).
(1)	Trian Fund Management GP, LLC ("Trian Management GP") is the general partner of Trian Fund Management, L.P ("Trian Management"), which 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 Funds").
(2)	(FN 1, contd.) Trian Partners General Partner, LLC is the general partner of Trian Partners GP, L.P., which is the general partner of Trian Onshore and Trian Offshore. Trian Partners Parallel Fund I General Partner, LLC is the general partner of Parallel Fund I. Trian Partners Strategic Investment Fund General Partner, LLC is the general partner of Trian Partners Strategic Investment Fund GP, L.P., which is the general partner of Strategic Fund.
(3)	Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

Remarks:

Each of Trian Fund Management GP, LLC, Trian Partners General Partner, LLC ("Trian GP LLC"), Trian Partners Parallel Fu

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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