

PELTZ NELSON
Form 4
January 03, 2006

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PELTZ NELSON

2. Issuer Name and Ticker or Trading Symbol
TRIARC COMPANIES INC
[TRY;TRY.B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

TRIARC COMPANIES, INC., 280
PARK AVENUE

(Street)

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

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

NEW YORK, NY 10017

(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/29/2005 | | M ⁽¹⁾ | | 1,017,071 | A | ⁽²⁾ / ₍₃₎ 6,850,475 |
| Class A Common Stock | 12/29/2005 | | F ⁽¹⁾ | | 433,626 | D | ⁽²⁾ / ₍₃₎ / ₍₄₎ 6,416,849 |
| Class B Common Stock, Series 1 | 12/29/2005 | | M ⁽¹⁾ | | 2,034,132 | A | ⁽²⁾ / ₍₅₎ 8,594,021 |

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| | | | | | | | | |
|-----------------------------------------|------------|-------------------------|-----------|---|----------------------------------------|-----------|---|--------------------------------------------------------------|
| Class B Common Stock, Series 1 | 12/29/2005 | <u>F</u> ⁽¹⁾ | 867,253 | D | <u>(2)</u> <u>(4)</u> <u>(5)</u> | 7,726,768 | D | |
| Class A Common Stock | 12/29/2005 | <u>M</u> ⁽¹⁾ | 580,411 | A | <u>(2)</u> <u>(6)</u> | 6,997,260 | D | |
| Class A Common Stock | 12/29/2005 | <u>F</u> ⁽¹⁾ | 409,984 | D | <u>(2)</u> <u>(6)</u> <u>(7)</u> | 6,587,276 | D | |
| Class B Common Stock, Series 1 | 12/29/2005 | <u>M</u> ⁽¹⁾ | 1,160,821 | A | <u>(2)</u> <u>(6)</u> | 8,887,589 | D | |
| Class B Common Stock, Series 1 | 12/29/2005 | <u>F</u> ⁽¹⁾ | 819,967 | D | <u>(2)</u> <u>(6)</u> <u>(7)</u> | 8,067,622 | D | |
| Class A Common Stock | | | | | | 23,550 | I | By Family Limited Partnership <u>(8)</u> <u>(9)</u> |
| Class A Common Stock | | | | | | 200 | I | By Minor Children <u>(8)</u> |
| Class B Common Stock, Series 1 | | | | | | 47,100 | I | By Family Limited Partnership <u>(8)</u> <u>(9)</u> |
| Class B Common Stock, Series 1 | | | | | | 400 | I | By Minor Children <u>(8)</u> |

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

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(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 | 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 Underlying (Instr. 3 and |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------|

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| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|-----------------------------------|------|---|---------|--------------------|------------------|-----------------|--------------------------------|
| Phantom Stock | | | | 1,017,071 | <u>(3)</u> | 01/02/2008 | Class A Common Stock |
| Phantom Stock <u>(8)</u> | | | | 2,034,132 | <u>(5)</u> | 01/02/2008 | Class B Common Stock, Series 1 |
| Employee Stock Option <u>(13)</u> | | | | 200,000 <u>(2)</u> | <u>(10)</u> | 12/22/2009 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | | 150,000 <u>(2)</u> | <u>(11)</u> | 12/12/2007 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | | 230,411 <u>(2)</u> | <u>(12)</u> | 12/06/2011 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | 433,626 | | 12/29/2005 | 01/01/2009 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | 867,253 | | 12/29/2005 | 01/01/2009 | Class B Common Stock, Series 1 |
| Employee Stock Option <u>(13)</u> | | | 131,411 | | 12/29/2005 | 12/22/2009 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | 108,457 | | 12/29/2005 | 12/12/2007 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | 170,116 | | 12/29/2005 | 12/06/2011 | Class A Common Stock |
| Employee Stock Option <u>(13)</u> | | | 262,824 | | 12/29/2005 | 12/22/2009 | Class B Common Stock, Series 1 |
| Employee Stock Option <u>(13)</u> | | | 216,912 | | 12/29/2005 | 12/12/2007 | Class B Common Stock, Series 1 |

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Stock and 274,962 shares of Class B Common Stock, Series 1, at a price per share equal to the closing price of such Class A Common Stock and Class B Common Stock, Series 1, respectively, on December 29, 2005, to satisfy tax withholding obligations in connection with such stock option exercise.

- (8) The reporting person disclaims beneficial ownership of these securities, 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.
- (9) All of such shares are owned by the Peltz Family Limited Partnership, an entity in which Mr. Peltz's spouse is the sole General Partner.
- This employee stock option was previously reported as an option to acquire 200,000 shares of Class A Common Stock at an exercise price of \$17.75 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend, the
- (10) option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 22, 2000, 2001 and 2002.
- This employee stock option was previously reported as an option to acquire 150,000 shares of Class A Common Stock at an exercise price of \$23.3125 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend,
- (11) the option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 12, 1998, 1999 and 2000.
- This employee stock option was previously reported as an option to acquire 250,000 shares of Class A Common Stock at an exercise price of \$24.60 per share, but was adjusted to reflect the stock dividend referred to in Note 2 above. As a result of the stock dividend, the
- (12) option also entitled the reporting person to receive, upon exercise, two shares of Class B Common Stock, Series 1, for each share of Class A Common Stock issuable upon exercise of the option for no additional consideration. The option vested in three equal installments on December 6, 2002, 2003 and 2004.
- (13) With tandem tax withholding rights.

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