

TRIARC COMPANIES INC
Form 4
June 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
SCHWAB II DAVID E

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)

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

TRIARC COMPANIES, INC., 280
PARK AVENUE

06/01/2005

(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	06/01/2005		M			3,000	A	(1) (2)	23,913	D	
Class B Common Stock, Series 1	06/01/2005		M			6,000	A	(1) (2)	36,000	D	
Class B Common Stock, Series 1	06/01/2005		F			3,388	D	\$ (1) (2)	14.39 32,612	D	

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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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 16.25	06/01/2005		M		3,000		⁽⁴⁾	06/08/2005	Class A Common Stock ⁽¹⁾ ⁽²⁾	3,000
Stock Option (right to buy) ⁽³⁾	\$ 15.46	06/01/2005		A		4,000		⁽⁵⁾	06/01/2015	Class A Common Stock	4,000
Stock Option (right to buy) ⁽³⁾	\$ 14.39	06/01/2005		A		8,000		⁽⁵⁾	06/01/2015	Class B Common Stock, Series 1	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWAB II DAVID E TRIARC COMPANIES, INC. 280 PARK AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Schwab II,
David E. 06/02/2005

⁽¹⁾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).

On August 11, 2003, Triarc Companies, Inc. (Triarc) declared a stock dividend, payable to all holders of record of Class A Common Stock on August 21, 2003, of two shares of Class B Common Stock, Series 1 for each share of Class A Common Stock outstanding. As a result of the stock dividend, each outstanding option granted under Triarc's 1993 Equity Participation Plan was adjusted so that each such option outstanding as of August 21, 2003, became exercisable for both one share of Class A Common and two shares of Class B Common Stock, Series 1.

(1) This stock option was previously reported as an option for 3,000 shares of Class A Common Stock at an exercise price of \$16.250 per share, but was adjusted to reflect the stock dividend referred to in note (1) above. As a result of the stock dividend, the option also entitled the reporting person to receive, upon exercise, 6,000 shares of Class B Common Stock, Series 1 for no additional consideration.

(2) With tandem tax withholding rights.

(3) The option vested in two equal installments on June 8, 1996 and 1997.

(4) The option vests in two equal installments on June 1, 2006 and 2007.

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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