

WENDYS INTERNATIONAL INC

Form 4

May 11, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON KERRII B

2. Issuer Name **and** Ticker or Trading
Symbol
WENDYS INTERNATIONAL INC
[WEN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
WENDY'S INTERNATIONAL,
INC., P. O. BOX 256

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & PRESIDENT

(Street)
DUBLIN, OH 43017-0256

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/09/2006		M/K		11,491	A	\$ 22.25	123,183.455	D
Common Stock	05/09/2006		M/K		1,788	A	\$ 26.74	124,971.455	D
Common Stock	05/09/2006		M/K		373	A	\$ 26.74	125,344.455	D
Common Stock	05/09/2006		F		5,000	D	\$ 62.7	120,344.455	D
Common Stock	05/10/2006		M		52,512	A	\$ 26.74	172,856.455	D

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Common Stock	05/10/2006	M	5,700	A	\$ 26.74	178,556.455	D	
Common Stock ⁽¹⁾	05/10/2006	S	52,512	D	\$ 62.5698	126,044.455	D	
Common Stock						809.555	I	BY 401(K) PLAN
Common Stock						5,500	I	BY IRA

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION (RIGHT TO PURCHASE)	\$ 22.25	05/09/2006		M/K		11,491		10/31/2002	11/01/2010	Common Stock	11,491
OPTION (RIGHT TO PURCHASE)	\$ 26.74	05/09/2006		M/K		373		08/01/2002	07/31/2011	Common Stock	373
OPTION (RIGHT TO PURCHASE)	\$ 26.74	05/09/2006		M/K		1,788		08/01/2002	07/31/2011	Common Stock	1,788
OPTION (RIGHT TO PURCHASE)	\$ 26.74	05/10/2006		M		52,512		08/01/2002	07/31/2011	Common Stock	52,512
OPTION (RIGHT TO PURCHASE)	\$ 26.74	05/10/2006		M		5,700		08/01/2002	07/31/2011	Common Stock	5,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KERRII B WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256	X		CEO & PRESIDENT	

Signatures

KERRII B
 ANDERSON
 05/11/2006

__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) THE NET RESULT OF THE TRANSACTIONS REPORTED ON THIS FORM 4 IS THE REPORTING PERSON'S COMMON SHARES BENEFICIALLY OWNED INCREASED BY 14,352 SHARES.

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.