

WENDYS INTERNATIONAL INC
 Form 4
 May 11, 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 *
 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)

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

DUBLIN, OH 43017-0256

(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 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 <u>(1)</u>	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.