

WENDYS INTERNATIONAL INC
 Form 4
 May 15, 2006

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 *
KELLER THOMAS F

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2006

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

WENDY'S INTERNATIONAL, INC., P. O. BOX 256

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/11/2006		M		2,500 A \$ 17.875	12,321	D
Common Stock	05/11/2006		M		2,500 A \$ 22.3438	14,821	D
Common Stock	05/11/2006		M		2,500 A \$ 26.74	17,321	D
Common Stock	05/11/2006		M		2,500 A \$ 27.125	19,821	D
Common Stock	05/11/2006		M		4,125 A \$ 27.99	23,946	D

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Common Stock	05/11/2006	M	2,500	A	\$ 30.8438	26,446	D
Common Stock	05/11/2006	M	1,875	A	\$ 35.24	28,321	D
Common Stock	05/11/2006	S	18,500	D	\$ 62.2801	9,821	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
OPTION (RIGHT TO PURCHASE)	\$ 17.875	05/11/2006		M	2,500	08/01/2001 07/31/2010	Common Stock	2,500	
OPTION (RIGHT TO PURCHASE)	\$ 22.3438	05/11/2006		M	2,500	07/30/1999 07/29/2008	Common Stock	2,500	
OPTION (RIGHT TO PURCHASE)	\$ 26.74	05/11/2006		M	2,500	08/01/2002 07/31/2011	Common Stock	2,500	
OPTION (RIGHT TO PURCHASE)	\$ 27.125	05/11/2006		M	2,500	07/30/1998 07/29/2007	Common Stock	2,500	
OPTION (RIGHT TO PURCHASE)	\$ 27.99	05/11/2006		M	4,125	04/23/2004 04/22/2013	Common Stock	4,125	
OPTION (RIGHT TO PURCHASE)	\$ 30.8438	05/11/2006		M	2,500	07/28/2000 07/27/2009	Common Stock	2,500	

OPTION
 (RIGHT TO PURCHASE) \$ 35.24 05/11/2006 M 1,875 07/24/2003 07/23/2012 Common Stock 1,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLER THOMAS F WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256		X		

Signatures

LEON M. MCCORKLE, JR.,
 ATTORNEY-IN-FACT 05/15/2006

____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).
- 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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