

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or 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.

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.

SEC 1474
(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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