

CATHERWOOD JONATHAN F
 Form 4
 May 03, 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 *
 CATHERWOOD JONATHAN 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)

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

(Street)

DUBLIN, OH 43017-0256

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXECUTIVE V.P. & TREASURER

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

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
Common Stock	05/01/2006		A			3,266	A	\$ 0	23,266	D	
Common Stock	05/01/2006		F			687	D	\$ 61.6	22,579	D	
Common Stock	05/02/2006		M			7,917	A	\$ 26.33	30,496	D	
Common Stock	05/02/2006		M			19,500	A	\$ 27.99	49,996	D	
Common Stock	05/02/2006		M			12,375	A	\$ 37.865	62,371	D	

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Common Stock 05/02/2006 S⁽¹⁾ 36,201 D \$ 61.3756 26,170 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
OPTION (RIGHT TO PURCHASE)	\$ 26.33	05/02/2006		M	7,917	10/31/2002 10/30/2011	Common Stock	7,917
OPTION (RIGHT TO PURCHASE)	\$ 27.99	05/02/2006		M	19,500	04/23/2004 04/22/2013	Common Stock	19,500
OPTION (RIGHT TO PURCHASE)	\$ 37.865	05/02/2006		M	12,375	04/29/2003 04/28/2012	Common Stock	12,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CATHERWOOD JONATHAN F WENDY'S INTERNATIONAL, INC. P. O. BOX 256 DUBLIN, OH 43017-0256			EXECUTIVE V.P. & TREASURER	

Signatures

JONATHAN F
CATHERWOOD 05/03/2006

**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) SHARES BENEFICIALLY OWNED INCREASED BY 3,591 SHARES.

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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