

HOUSE PAUL D  
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 \*  
HOUSE PAUL D

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)  
05/01/2006

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

(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 Ownership Beneficial or Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2006		D <sup>(1)</sup>		9,784	D	\$ 0 19,571
Common Stock	05/02/2006		M		36,000	A	\$ 27.99 55,571
Common Stock	05/02/2006		M		88,000	A	\$ 37.865 143,571
Common Stock	05/02/2006		M		66,000	A	\$ 40.615 209,571
Common Stock	05/02/2006		S <sup>(2)</sup>		190,000	D	\$ 61.4758 19,571

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
OPTION (RIGHT TO PURCHASE)	\$ 27.99	05/02/2006		M	36,000	04/23/2004 04/22/2013	Common Stock	36,000
OPTION (RIGHT TO PURCHASE)	\$ 37.865	05/02/2006		M	88,000	04/29/2003 04/28/2012	Common Stock	88,000
OPTION (RIGHT TO PURCHASE)	\$ 40.615	05/02/2006		M	66,000	04/22/2005 04/21/2014	Common Stock	66,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

HOUSE PAUL D  
WENDY'S INTERNATIONAL, INC.  
P. O. BOX 256  
DUBLIN, OH 43017-0256

X

## Signatures

DANA KLEIN,  
ATTORNEY-IN-FACT

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).

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- (1) REFLECTS THE PARTIAL REJECTIONS OF A RESTRICTED STOCK UNIT AWARD IN CONNECTION WITH THE CONVERSION OF SUCH AWARD TO AN EQUITY AWARD ISSUED BY THE COMPANY'S SUBSIDIARY TIM HORTONS INC.
- (2) SALE IN CONNECTION WITH EXERCISE OF EMPLOYEE STOCK OPTION.

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.