CATHERWOOD JONATHAN F

Form 5

January 30, 2007

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

(City)

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) WENDY'S INC., P. O.		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	Director 10% Owner Officer (give title Other (specify below) below) EXECUTIVE V.P. & TREASURER
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)
DUBLIN, (OHÂ 43017	'-0256		_X_ Form Filed by One Reporting Person

X Form Filed by One Reporting Person
___ Form Filed by More than One Reporting
Person

(City)	(State)	Z _{1p)} Tabl	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	of, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	d (A) of (D), 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/08/2006	Â	G	573	D	\$0	25,638	D	Â
Common Stock	06/09/2006	Â	G	430	D	\$0	25,208	D	Â
Common Stock	06/12/2006	Â	G	430	D	\$ 0	24,778	D	Â
Common Stock	07/11/2006	Â	G	430	D	\$ 0	21,104	D	Â

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Common 6,801 Â Â 09/29/2006 $J^{(2)}$ \$ 0 27,952 D Stock (1) Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)the form displays a currently valid OMB control number.

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

of D

Reporting Owners

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

Signatures

JONATHAN F CATHERWOOD 01/30/2007

**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).
- (3) AMOUNT SHOWN INCLUDES THE AMOUNT OF THE ANTI-DILUTION ADJUSTMENT TO PREVIOUSLY GRANTED EQUITY AWARDS AND THE AMOUNT OF THE PREVIOUSLY GRANTED EQUITY AWARDS.
- (2) REFLECTS AN ANTI-DILUTION ADJUSTMENT TO PREVIOUSLY GRANTED EQUITY AWARDS UNDER THE COMPANY'S EQUITY COMPENSATION PLANS IN CONNECTION WITH THE SPIN-OFF OF TIM HORTONS INC. THE EQUITY AWARD ADJUSTMENT WAS EFFECTED BY DIVIDING THE NUMBER OF SHARES UNDERLYING THE EQUITY AWARDS BY 0.4828. THIS ADJUSTMENT RATIO WAS OBTAINED BY DIVIDING THE "EX-DIVIDEND" OPENING PRICE OF WENDY'S COMMON STOCK ON THE NEW YORK STOCK EXCHANGE ON

Reporting Owners 2

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OCTOBER 2, 2006 (\$32.35), THE FIRST TRADING DAY AFTER THE SPIN-OFF, BY THE CLOSING PRICE OF WENDY'S COMMON STOCK IN THE "REGULAR WAY" MARKET ON SEPTEMBER 29, 2006 (\$67.00).

SHARES SHOWN ON TABLE 1 INCLUDE SHARES ACQUIRED PURSUANT TO THE DIVIDEND REINVESTMENT

(1) PROVISIONS OF A RESTRICTED STOCK AWARD AND RESTRICTED STOCK UNIT AWARD MADE UNDER THE ISSUER'S 2003 STOCK INCENTIVE PLAN.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.