

WENDYS INTERNATIONAL INC
Form SC 13G/A
October 06, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1 (b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2 (b)**

(Amendment No. 2)*

Wendy's International, Inc.

(Name of Issuer)

Common Shares, \$.10 stated value per share

(Title of Class of Securities)

950590109

(CUSIP Number)

August 30, 2006

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
 - Rule 13d-1 (c)
 - Rule 13d-1 (d)
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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. 950590109

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ABN AMRO Holding N.V.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b)		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 4,637,301	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 4,637,301	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,342,301		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.94%		
12	TYPE OF REPORTING PERSON HC		

Item 1(a). Name of Issuer:

Wendy's International, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

P.O. Box 256, 4288 West Dublin-Granville Road, Dublin, Ohio 43017-0256.

Item 2(a). Name of Person Filing:

ABN AMRO Holding N.V.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Gustav Mahlerlaan 10, 1082 PP, Amsterdam, The Netherlands.

Item 2(c). Citizenship:

The Netherlands.

Item 2(d). Title of Class of Securities:

Common Shares, \$.10 stated value per share.

Item 2(e). CUSIP Number:

950590109

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

- (j)
 - o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

- (a) Amount beneficially owned: see item 9 on page 2.

Page 3 of 5

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- (b) Percent of class: see item 11 on page 2.

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: see item 5 on page 2.

- (ii) Shared power to vote or to direct the vote: see item 6 on page 2.

- (iii) Sole power to dispose or to direct the disposition of: see item 7 on page 2.

- (iv) Shared power to dispose or to direct the disposition of: see item 8 on page 2.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Please see Exhibit 99.1.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any

