

Burger King Holdings Inc
 Form 4
 May 29, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Hyatt II James F

(Last) (First) (Middle)
 5505 BLUE LAGOON DRIVE
 (Street)

MIAMI, FL 33126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Burger King Holdings Inc [BKC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operations Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2007		M ⁽¹⁾		42,154	A	\$ 3.8
Common Stock	05/24/2007		S ⁽¹⁾		136	D	\$ 24.89
Common Stock	05/24/2007		S ⁽¹⁾		678	D	\$ 24.88
Common Stock	05/24/2007		S ⁽¹⁾		882	D	\$ 24.87
Common Stock	05/24/2007		S ⁽¹⁾		610	D	\$ 24.86

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Common Stock	05/24/2007	<u>S(1)</u>	543	D	\$ 24.85	61,297	D
Common Stock	05/24/2007	<u>S(1)</u>	271	D	\$ 24.84	61,026	D
Common Stock	05/24/2007	<u>S(1)</u>	271	D	\$ 24.82	60,755	D
Common Stock	05/24/2007	<u>S(1)</u>	203	D	\$ 24.81	60,552	D
Common Stock	05/24/2007	<u>S(1)</u>	949	D	\$ 24.8	59,603	D
Common Stock	05/24/2007	<u>S(1)</u>	746	D	\$ 24.79	58,857	D
Common Stock	05/24/2007	<u>S(1)</u>	475	D	\$ 24.78	58,382	D
Common Stock	05/24/2007	<u>S(1)</u>	1,560	D	\$ 24.77	56,822	D
Common Stock	05/24/2007	<u>S(1)</u>	2,442	D	\$ 24.76	54,380	D
Common Stock	05/24/2007	<u>S(1)</u>	746	D	\$ 24.75	53,634	D
Common Stock	05/24/2007	<u>S(1)</u>	610	D	\$ 24.74	53,024	D
Common Stock	05/24/2007	<u>S(1)</u>	136	D	\$ 24.73	52,888	D
Common Stock	05/24/2007	<u>S(1)</u>	203	D	\$ 24.72	52,685	D
Common Stock	05/24/2007	<u>S(1)</u>	678	D	\$ 24.69	52,007	D
Common Stock	05/24/2007	<u>S(1)</u>	271	D	\$ 24.68	51,736	D
Common Stock	05/24/2007	<u>S(1)</u>	475	D	\$ 24.67	51,261	D
Common Stock	05/24/2007	<u>S(1)</u>	1,356	D	\$ 24.66	49,905	D
Common Stock	05/24/2007	<u>S(1)</u>	507	D	\$ 24.65	49,398	D
Common Stock	05/24/2007	<u>S(1)</u>	136	D	\$ 24.64	49,262	D
Common Stock	05/24/2007	<u>S(1)</u>	36	D	\$ 24.63	49,226	D
	05/24/2007	<u>S(1)</u>	203	D		49,023	D

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Common Stock						\$ 24.62		
Common Stock	05/24/2007		S ⁽¹⁾	136	D	\$ 24.61	48,887	D
Common Stock	05/24/2007		S ⁽¹⁾	271	D	\$ 24.59	48,616	D
Common Stock	05/24/2007		S ⁽¹⁾	1,221	D	\$ 24.58	47,395	D
Common Stock	05/24/2007		S ⁽¹⁾	882	D	\$ 24.57	46,513	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Purchase Common Stock	\$ 3.8	05/24/2007		M	15,808	⁽¹⁾⁽²⁾ 08/21/2013	Common Stock	15,808
Option to Purchase Common Stock	\$ 3.8	05/24/2007		M	26,346	⁽¹⁾⁽³⁾ 04/21/2014	Common Stock	26,346

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hyatt II James F 5505 BLUE LAGOON DRIVE			Chief Operations Officer	

MIAMI, FL 33126

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for James F.
Hyatt II

05/29/2007

__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).
- (1) Options exercised and shares sold pursuant to a Rule 10b5-1 trading plan made effective February 22, 2007.
- (2) 20% of shares were exercisable on each of 8/21/2004, 8/21/2005 and 8/21/2006; and 20% of shares are exercisable on each of 8/21/2007 and 8/21/2008.
- (3) 20% of shares were exercisable on each of 4/21/2005, 4/21/2006 and 4/21/2007; and 20% of shares are exercisable on each of 4/21/2008 and 4/21/2009.

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