

Fallon Charles
Form 4
October 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
Fallon Charles

(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)
10/15/2010

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)
President, North America

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)
				(A) or (D)	Price		
Common Stock	10/15/2010		U	52,501	D \$ 24	41,169	D
Common Stock	10/19/2010		D	41,169 <u>(1)</u>	D \$ 24	0	D

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase Common Stock	\$ 23.35	10/19/2010		D	38,036	(2) 08/26/2017	Common Stock 38,036
Option to Purchase Common Stock	\$ 26.16	10/19/2010		D	39,889	(3) 08/22/2018	Common Stock 39,889
Option to Purchase Common Stock	\$ 18.31	10/19/2010		D	49,444	(4) 08/26/2019	Common Stock 49,444
Option to Purchase Common Stock	\$ 17.51	10/19/2010		D	61,039	(5) 08/25/2020	Common Stock 61,039
Option to Purchase Common Stock	\$ 17	10/19/2010		D	210,769	(6) 05/16/2016	Common Stock 210,769
Option to Purchase Common Stock	\$ 18.91	10/19/2010		D	29,007	(7) 06/01/2016	Common Stock 29,007

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Charles 5505 BLUE LAGOON DRIVE MIAMI, FL 33126			President, North America	

Signatures

Lisa Giles-Klein, as Attorney-In-Fact for Charles
Fallon

10/19/2010

__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) Represents restricted stock units(RSUs) and performance based restricted stock units (PBRsUs) that vested and were canceled at the effective time of the merger (the "Merger") in exchange for a cash payment representing the number of units multiplied by the per share purchase price of \$24.00 pursuant to that certain Agreement and Plan of Merger, dated September 2, 2010, by and among Burger King Holdings, Inc. (the "Company"), Blue Acquisition Holding Corporation and Blue Acquisition Sub, Inc. Sixty percent of the of the proceeds from the award granted on August 25, 2010, consisting of 10,708 PBRsUs and 10,708 RSUs, will be placed in a trust account established with a third party for the reporting person's benefit. The reporting person will receive an amount equal to 25% of such amount on each of August 25, 2011 and August 25, 2012 and will receive the balance on October 19, 2012, if the reporting person is employed on such dates, subject to certain exceptions.

(2) This option, which provided for 25% vesting on each of 8/27/2008, 8/27/2009, 8/27/2010 and 8/27/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(3) This option, which provided for 25% vesting on each of 8/22/2009, 8/22/2010, 8/22/2011 and 8/22/2012, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(4) This option, which provided for 25% vesting on each of 8/26/2010, 8/26/2011, 8/26/2012 and 8/26/2013, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(5) This option, which provided for 25% vesting on each of 8/25/2011, 8/25/2012, 8/25/2013 and 8/25/2014, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00. Sixty percent of the of the proceeds from this award will be placed in a trust account established with a third party for the reporting person's benefit. The reporting person will receive an amount equal to 25% of such amount on each of August 25, 2011 and August 25, 2012 and will receive the balance on October 19, 2012, if the reporting person is employed on such dates, subject to certain exceptions.

(6) This option, which provided for 84,307 vesting on 5/17/2008 and 42,154 vesting on each of 5/17/2009, 5/17/2010, 5/17/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(7) This option, which provided for 11,603 vesting on 6/2/2008, 5,802 vesting on 6/2/2009, and 5,801 vesting on each of 6/2/2010 and 6/2/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

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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