

CHIDSEY JOHN

Form 4

October 19, 2010

FORM 4**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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHIDSEY JOHN

(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)

Chief Executive 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 | 10/15/2010 | | U | | 459,152 | D \$ 24 239,654 | D |
| Common Stock | 10/19/2010 | | D | | 239,654 (1) | D \$ 24 0 | D |
| Common Stock | 10/15/2010 | | U | | 15,984 | D \$ 24 0 | I By Trust - Daughter |
| Common Stock | 10/15/2010 | | U | | 15,984 | D \$ 24 0 | I By Trust - Son |

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) | |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 17.51 | 10/19/2010 | | D | 339,502 | (2) | 08/25/2020 | Common Stock | 339,502 |
| Option to Purchase Common Stock | \$ 18.31 | 10/19/2010 | | D | 314,118 | (3) | 08/26/2019 | Common Stock | 314,118 |
| Option to Purchase Common Stock | \$ 26.16 | 10/19/2010 | | D | 230,375 | (4) | 08/22/2018 | Common Stock | 230,375 |
| Option to Purchase Common Stock | \$ 23.35 | 10/19/2010 | | D | 241,646 | (5) | 08/26/2017 | Common Stock | 241,646 |
| Option To Purchase Common Stock | \$ 3.8 | 10/19/2010 | | D | 236,746 | (6) | 08/01/2014 | Common Stock | 236,746 |
| Option to Purchase Common Stock | \$ 3.8 | 10/19/2010 | | D | 177,573 | (7) | 06/08/2014 | Common Stock | 177,573 |
| Option to Purchase Common Stock | \$ 11.39 | 10/19/2010 | | D | 94,715 | (7) | 06/08/2014 | Common Stock | 94,715 |
| | \$ 3.8 | 10/19/2010 | | D | 166,922 | (8) | 03/01/2014 | | 166,922 |

Option to
Purchase
Common
Stock

Common
Stock

Option to
Purchase
Common
Stock

\$ 11.39

10/19/2010

D

289,807

(9)

03/01/2014

Common
Stock

289,807

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHIDSEY JOHN 5505 BLUE LAGOON DRIVE MIAMI, FL 33126 | | X | Chief Executive Officer | |

Signatures

Lisa Giles-Klein, As Attorney in Fact for John W.
Chidsey

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 and performance based restricted stock units 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 proceeds from the award granted on August 25, 2010, consisting of 59,558 performance based restricted stock units and 59,558 restricted stock units, will be placed in a trust account established with a third party for the reporting person's benefit. Fifty percent of the amounts in the trust account will be released and remitted on each of April 19, 2011 and October 19, 2011, subject to the reporting person's continued service until each such date, subject to certain exceptions.

(2) 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. Fifty percent of the amounts in the trust account will be released and remitted on each of April 19, 2011 and October 19, 2011, subject to the reporting person's continued service until each such date, subject to certain exceptions.

(3) 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.

(4) 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.

(5) 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.

(6)

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This option, which provided for 20% vesting on each of 08/01/2005, 08/01/2006, 8/01/2007, 08/01/2008 and 08/01/2009, 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 20% vesting on each of 6/8/2005, 6/08/2006, 6/8/2007, 6/8/2008 and 6/8/2009, 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.

- (8) This option, which provided for 20% vesting on each of 03/01/2005, 03/01/2006, 03/01/2007, 03/01/2008 and 03/01/2009, 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.

- (9) This option, which provided for 20% vesting on each of 03/01/2005, 03/01/2006, 03/01/2007, 03/01/2008 and 03/01/2009, 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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