#### MEHRA SANJEEV K

Form 4

January 04, 2007

## 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

(Print or Type Responses)

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \* MEHRA SANJEEV K

> (First) (Middle)

C/O GOLDMAN, SACHS &

CO., 85 BROAD STREET

(Street)

(State)

11/29/2006

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Burger King Holdings Inc [BKC]

3. Date of Earliest Transaction (Month/Day/Year) 11/29/2006

4. If Amendment, Date Original

Α

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10004

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Amount

9,538

(Instr. 3, 4 and 5)

(A)

or

(D)

A

Price

\$0

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

32,321,219

Form: Direct (D) or Indirect (I) (Instr. 4)

Ι

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

See footnotes (1) (2) (3)

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date				
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	X						

#### **Signatures**

/s/ Roger S. Begelman, Attorney-in-fact

01/04/2007

\*\*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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect (1) wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
  - The 9,538 shares of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company") were granted pursuant to the Burger King Holdings, Inc. 2006 Omnibus Incentive Plan (the "2006 Plan"), consisting of 4,769 deferred shares granted to the Reporting Person and 4,769 deferred shares granted to Adrian M. Jones, a managing director Goldman Sachs, in
- (2) their capacity as directors of the Company. Each of the Reporting Person and Adrian M. Jones has an understanding with GS Group pursuant to which he holds such deferred shares for the benefit of GS Group. Each grant of 4,769 deferred shares vests 25% on the first day of each calendar quarter following the grant date, which was November 29, 2006. The deferred shares will be settled upon termination of board service.
  - Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,000 shares of Common Stock. Goldman Sachs and GS Group may each be deemed to beneficially own indirectly, in the aggregate, 32,301,681 Common Stock through certain investment partnerships, of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner,
- (3) managing partner, managing member or member (the "Limited Partnerships"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. GS Group may be deemed to beneficially own 9,538 shares of Common Stock pursuant to the 2006 Plan, consisting of grants of 4,769 deferred shares to each of the Reporting Person and Adrian M. Jones. Goldman Sachs is the investment manager of certain of the Limited Partnerships.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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