

Burger King Holdings Inc
Form 4
February 26, 2007

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 *
MEHRA SANJEEV K

(Last) (First) (Middle)

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2007

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)

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	02/22/2007		P		3,400	A	\$ 22.18	32,324,619	I	See footnotes (1) (2) (3) (4)
Common Stock	02/22/2007		P		4,400	A	\$ 22.15	32,329,019	I	See footnotes (1) (2) (3) (4)
Common Stock	02/22/2007		P		4,600	A	\$ 22.13	32,333,619	I	See footnotes (1) (2) (3) (4)
Common Stock	02/22/2007		P		1,300	A	\$ 22.12	32,334,919	I	See footnotes

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									(1)	(2)	(3)	(4)
Common Stock	02/22/2007		P	1,300	A	\$ 22.1	32,336,219	I				
									See footnotes (1) (2) (3) (4)			
Common Stock	02/22/2007		S	15,000	D	\$ 22.02	32,321,219	I				
									See footnotes (1) (2) (3) (4)			

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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/ Yvette Kasic,
Attorney-in-fact

02/26/2007

__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) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect 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.

(2) The shares of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs or an affiliate will remit appropriate profits, if any, to the Company. The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly purchased and sold except to the extent of his pecuniary interest therein, if any.

(3) 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, managing partner, managing member or member (the "Limited Partnerships"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Limited Partnerships.

(4) GS Group may be deemed to beneficially own 9,538 shares of Common Stock pursuant to the 2006 Omnibus Incentive Plan (the "2006 Plan"), consisting of 4,769 deferred shares granted to the Reporting Person and Adrian M. Jones, each a managing director of Goldman Sachs, in 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.

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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