

Burger King Holdings Inc
Form 4
November 21, 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 *
Jones Adrian M

(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)
11/19/2007

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/19/2007		S		5,760,000	D	\$ 25 19,533,763
						I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock	11/21/2007		S		864,000	D	\$ 25 18,669,763
						I	See footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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Sachs was one of the several Underwriters under the Underwriting Agreement.

- (4) On November 21, 2007, the sale of shares of the Company's Common Stock by the selling stockholders to the Underwriters pursuant to the exercise by the Underwriters of the Over-Allotment Option was consummated and in connection with such sale, 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") sold, in aggregate, 864,000 shares of Common Stock.

- (5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,000 shares of Common Stock. As of November 21, 2007, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 18,650,225 shares of Common Stock through the Limited Partnerships. Goldman Sachs is the investment manager of certain of the Limited Partnerships.

- (6) 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 each of Sanjeev K. Mehra and Adrian M. Jones, each a managing director of Goldman Sachs, in their capacity as directors of the Company. Each of Sanjeev K. Mehra 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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