

MEHRA SANJEEV K
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 *
MEHRA SANJEEV K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2010

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

C/O GOLDMAN, SACHS & CO., 200 WEST STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10282

(City) (State) (Zip)

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		See Footnotes (1) (2) (3) (4) (5) (6)
Common Stock	10/15/2010		U	13,918,649 (2) (3) (4)	D \$ 24 27,998	I	

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 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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	X			

Signatures

/s/ Yvette Kusic,
Attorney-in-fact

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) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a 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) Pursuant to the tender offer by Blue Acquisition Sub, Inc. (the "Tender Offer"), an entity controlled by 3G Special Situations Fund II, L.P., for all shares of common stock, par value \$0.01 per share (the "Common Stock"), of Burger King Holdings, Inc. (the "Company"), Goldman Sachs tendered and Blue Acquisition Sub, Inc. accepted for payment 10,100 shares of Common Stock that were beneficially owned directly by Goldman Sachs and may be deemed to have been beneficially owned indirectly by GS Group.

(3) Pursuant to the Tender Offer, 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"), tendered and Blue Acquisition Sub, Inc. accepted for payment 13,900,225 shares of Common Stock that may be deemed to have been beneficially owned indirectly by GS Group and Goldman Sachs. Goldman Sachs is the investment manager of certain of the Limited Partnerships.

(4) Pursuant to the Tender Offer, GS Group tendered and Blue Acquisition Sub, Inc. accepted for payment 8,324 shares that were granted to Adrian M. Jones, a managing director of Goldman Sachs who, at the time of the grants, was a director of the Company. Adrian M. Jones has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

(5) GS Group may be deemed to beneficially own 24,478 shares of Common Stock that were granted to the Reporting Person in his capacity as a director of the Company pursuant to certain deferred stock awards under the 2006 Omnibus Incentive Plan. The Reporting Person has an understanding with GS Group pursuant to which such deferred shares are held for the benefit of GS Group. The deferred shares settle upon termination of board service. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein

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except to the extent of its pecuniary interest therein.

- (6) Goldman Sachs Execution & Clearing, L.P. ("GSEC") beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 3,520 shares of Common Stock. GSEC is a wholly-owned subsidiary of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.