

BONDERMAN DAVID
Form 4
March 01, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
BONDERMAN DAVID

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)
**C/O TEXAS PACIFIC GROUP, 301
COMMERCE STREET, SUITE
3300**

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2007

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

(Street)
FORT WORTH, TX 76102

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

(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 Indirect Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Shares	02/27/2007		D	7,560,000 D \$ 21.065 (1)	28,784,154 (2)	I	See Notes (3) (4)

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONDERMAN DAVID C/O TEXAS PACIFIC GROUP 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	X			

Signatures

/s/ Clive D. Bode on behalf of David Bonderman (5) 03/01/2007

__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 price represents the public offering price of \$22.00 per share less the underwriter's discount of \$0.935 per share. 4,769 shares of the 28,784,154 shares of common stock, par value \$0.01 per share, reported herein (the "Securities"), represent shares of common stock underlying deferred stock units that were granted to David Bonderman (the "Reporting Person") as reported in the Reporting Person's Form 4 filed with the Commission on January 4, 2007. 1,192 of these deferred stock units have vested or will vest within 60 days of January 17, 2007.
- (3) The Reporting Person and James G. Coulter (each a "Shareholder") are officers, directors and sole shareholders of TPG Advisors III, Inc., a Delaware corporation ("Advisors III"), which in turn is the general partner of TPG GenPar III, L.P., a Delaware limited partnership ("GenPar III"), which in turn is the sole general partner of TPG Partners III, L.P., a Delaware limited partnership ("Partners III"), which in turn is the managing member of TPG BK Holdco LLC, which directly holds 28,779,385 shares of the Securities reported herein.
- Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), each Shareholder may be deemed to be the beneficial owner of the Securities of the issuer beneficially owned by Partners III only to the extent of the greater of each
- (4) Shareholder's direct or indirect interest in the profits or capital account of Partners III. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that each Shareholder is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Securities owned by Partners III in excess of such amount.

Remarks:

(5) Clive D. Bode is signing on behalf of Mr. Bonderman pursuant to the authorization and designation letter dated August

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31, 2006, which is attached hereto as an exhibit.

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.