

WELLS BEN K

Form 4

October 19, 2010

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WELLS BEN K**

(Last) (First) (Middle)

5505 BLUE LAGOON DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	10/15/2010		U		34,151	D	\$ 24 64,488
Common Stock	10/19/2010		D		64,488 (1)	D	\$ 24 0

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Option to Purchase Common Stock	\$ 17.51	10/19/2010		D	64,091	(2) 08/25/2020	Common Stock 64,091
Option to Purchase Common Stock	\$ 18.31	10/19/2010		D	55,878	(3) 08/26/2019	Common Stock 55,878
Option to Purchase Common Stock	\$ 26.16	10/19/2010		D	40,981	(4) 08/22/2018	Common Stock 40,981
Option to Purchase Common Stock	\$ 23.35	10/19/2010		D	42,987	(5) 08/26/2017	Common Stock 42,987
Option to Purchase Common Stock	\$ 17	10/19/2010		D	71,083	(6) 05/17/2016	Common Stock 71,083
Option to Purchase Common Stock	\$ 21.64	10/19/2010		D	131,731	(7) 02/14/2016	Common Stock 131,731
Option to Purchase Common Stock	\$ 10.25	10/19/2010		D	39,151	(8) 08/21/2015	Common Stock 39,151

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	CFO

WELLS BEN K  
5505 BLUE LAGOON DRIVE  
MIAMI, FL 33126

## Signatures

Lisa Giles-Klein, As Attorney in Fact for Ben K.  
Wells

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).

Represents restricted stock units (RSUs) and performance based restricted stock units (PBRsUs) that vested and were canceled at the effective time of the merger (the "Merger") in exchange for a cash payment representing the number of units multiplied by the per share purchase price of \$24.00 pursuant to that certain Agreement and Plan of Merger, dated September 2, 2010, by and among Burger King Holdings, Inc. (the "Company"), Blue Acquisition Holding Corporation and Blue Acquisition Sub, Inc. Sixty percent of the PBRsUs and 11,243 RSUs, will be placed in a trust account established with a third party for the reporting person's benefit. The amounts in the trust account will be released in six substantially equal installments on the first business day of each of the first six months following October 19, 2010, subject to the reporting person's continued service until each such date, subject to certain exceptions.

(1) This option, which provided for 25% vesting on each of 8/25/2011, 8/25/2012, 8/25/2013 and 8/25/2014, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00. Sixty percent of the proceeds from this award will be placed in a trust account established with a third party for the reporting person's benefit. The amounts in the trust account will be released in six substantially equal installments on the first business day of each of the first six months following October 19, 2010, subject to the reporting person's continued service until each such date, subject to certain exceptions.

(2) This option, which provided for 25% vesting on each of 8/26/2010, 8/26/2011, 8/26/2012 and 8/26/2013, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(3) This option, which provided for 25% vesting on each of 8/22/2009, 8/22/2010, 8/22/2011 and 8/22/2012, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(4) This option, which provided for 25% vesting on each of 8/27/2008, 8/27/2009, 8/27/2010 and 8/27/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(5) This option, which provided for 20% vesting on each of 5/17/2007, 5/17/2008, 5/17/2009, 5/17/2010 and 5/17/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

(6) This option, which provided for 20% vesting on each of 2/14/2007, 2/14/2008, 2/14/2009, 2/14/2010 and 2/14/2011, was canceled in the Merger in exchange for a cash payment representing the number of shares of th

(7) This option, which provided for 20% vesting on each of 08/21/2006, 08/21/2007, 8/21/2008, 8/21/2009 and 8/21/2010, was canceled in the Merger in exchange for a cash payment representing the number of shares of the Company's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$24.00.

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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