

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 \*  
 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)  
 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 Indirect Beneficial 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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**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 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
MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	X			

## Signatures

/s/ Andrea Louro DeMar, 11/21/2007  
 Attorney-in-fact

\*\*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 an underwriting agreement, dated November 13, 2007 (the "Underwriting Agreement"), and in connection with the registered public offering of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on November 15, 2007, which offering was consummated on November 19, 2007 (such offering, the "Secondary Offering"), 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 the aggregate, 5,760,000 shares of Common Stock.

(3) Pursuant to the Underwriting Agreement, and in connection with the Secondary Offering, the underwriters, party to the Underwriting Agreement (the "Underwriters") elected to exercise an option (the "Over-Allotment Option") to purchase an additional amount of shares of the Company's Common Stock from the selling stockholders, which included the Limited Partnerships (as defined below). Goldman

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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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