

Burger King Holdings Inc
 Form 4
 November 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 TPG ADVISORS III INC

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)
 11/19/2007

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

(Street)
 FT 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
 X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	11/19/2007		S		6,480,000	D	\$ 24.125	21,953,497	I	See Explanation of Responses (1) (2)
Common Stock, par value \$0.01	11/21/2007		S		972,000	D	\$ 24.125	20,981,497	I	See Explanation of Responses (1) (2)

Edgar Filing: Burger King Holdings Inc - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Beneficially (Instr. 3, 4, and 5)
				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
TPG ADVISORS III INC C/O TEXAS PACIFIC GROUP 301 COMMERCE STREET, SUITE 3300 FT WORTH, TX 76102		X		
COULTER JAMES G C/O TEXAS PACIFIC GROUP 301 COMMERCE STREET, SUITE 3300 FORTH WORTH, TX 76102		X		

Signatures

/s/ Clive D. Bode, Vice President and Secretary
(3) 11/21/2007
 __Signature of Reporting Person Date

/s/ Clive D. Bode, on behalf of James G. Coulter
(3)(4) 11/21/2007
 __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) James G. Coulter and David Bonderman are officers, directors and the sole shareholders of TPG Advisors III, Inc., a Delaware corporation ("Advisors III"), which is the general partner of TPG GenPar III, L.P., a Delaware limited partnership, which is the general partner of TPG Partners III, L.P. ("Partners III"), a Delaware limited partnership, which in turn is the managing member of TPG BK Holdco LLC, which directly holds the shares of issuer common stock, par value \$0.01 (the "Securities"), reported herein.

(2) Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Coulter and Advisors III (together, the "Reporting Persons") may be deemed to be the beneficial owners of the Securities beneficially owned by Partners III only to the extent of the greater of their direct or indirect interest in the profits or capital accounts of Partners III. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Act or otherwise, the beneficial owners of any Securities beneficially owned by Partners III in excess of such amount.

Remarks:

(3) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. The Reporting Persons have entered into an Agreement of Joint Filing, dated as of November 12, 2007, which was previously filed with the Securities and Exchange Commission (the "SEC") as Exhibit 1 to the Schedule 13D filed on November 13, 2007 (SEC File No. 005-57845) by Advisors III, TPG Advisors IV, Inc., T3 Advisors II, Inc., David Bonderman and James G. Coulter.

(4) Clive D. Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated August 31, 2006, which was previously filed with the SEC.

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.