

Fallon Charles  
Form 4  
August 27, 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 \*  
Fallon Charles

(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)  
08/25/2010

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 below) \_\_\_ Other (specify below)  
President, North America

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	08/25/2010		A <sup>(1)</sup>		10,708	A	\$ 0 94,014	D
Common Stock	08/25/2010		A <sup>(2)</sup>		10,708	A	\$ 0 104,722	D
Common Stock	08/26/2010		D <sup>(3)</sup>		6,755	D	\$ 0 97,967	D

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

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number.

**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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option to Purchase Common Stock	\$ 17.51	08/25/2010		A	61,039	<u>(4)</u> 08/25/2020	Common Stock	61,039
Option to Purchase Common Stock	\$ 23.35					<u>(5)</u> 08/26/2017	Common Stock	38,036
Option to Purchase Common Stock	\$ 26.16					<u>(6)</u> 08/22/2018	Common Stock	39,889
Option to Purchase Common Stock	\$ 18.31					<u>(7)</u> 08/26/2019	Common Stock	49,444

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Charles 5505 BLUE LAGOON DRIVE MIAMI, FL 33126			President, North America	

## Signatures

Lisa Giles-Klein, as Attorney-In-Fact for Charles Fallon 08/27/2010

\_\_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).

The shares reported represent an award of performance based restricted stock granted to the Reporting Person by the Issuer on August 25, 2010. The shares will have a one year performance period beginning July 1, 2010 and ending June 30, 2011 and will vest 100% on the

(1) third anniversary of the grant date. The number of shares of performance based restricted stock that will be earned at the end of the one year performance period is subject to an increase or decrease of shares of up to 50% based on the results of the Company performance condition.

(2) The shares reported represent an award of restricted stock granted to the Reporting Person by the Issuer on August 25, 2010. The shares will vest in 1/3 increments on the anniversary of the grant date over a three year period.

The shares reported represent a forfeiture of performance based restricted stock granted to the Reporting Person by the Issuer on August

(3) 26, 2009. The shares had a one year performance period that began on July 1, 2009 and ended on June 30, 2010. Since the performance condition was not satisfied, the Reporting Person forfeited 6,755 shares of the 17,930 shares granted on August 26, 2009.

(4) 25% of shares are exercisable on each of 8/25/2011, 8/25/2012, 8/25/2013 and 8/25/2014.

(5) 25% of shares were exercisable on each of 8/27/2008, 8/27/2009 and 8/27/2010; and 25% are exercisable on 8/27/2011.

(6) 25% of shares were exercisable on each of 8/22/2009 and 8/22/2010; and 25% of the shares are exercisable on 8/22/2011 and 8/22/2012.

(7) 25% of the shares were exercisable on 8/26/2010. 25% of shares are exercisable on each of 8/26/2011, 8/26/2012 and 8/26/2013.

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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