

FORMANEK PETER R

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FORMANEK PETER R

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)

5505 BLUE LAGOON DRIVE

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

08/30/2010

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

(Street)

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

MIAMI, FL 33126

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/30/2010		G ⁽¹⁾		75,587	D	\$ 0	157,507	D	
Common Stock	10/15/2010		U		140,000	D	\$ 24	17,507	D	
Common Stock	10/19/2010		D		17,507 ⁽²⁾	D	\$ 24	0	D	
Common Stock	08/30/2010		G ⁽¹⁾		75,587	A	\$ 0	75,587	I	By Trust -- Grandchildren
Common Stock	10/15/2010		U		75,587	D	\$ 24	0	I	By Trust -- Grandchildren

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORMANEK PETER R 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	X

Signatures

Lisa Giles-Klein, As Attorney in Fact for Peter R.
Formanek 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).

(1) The reporting person gifted an aggregate of 75,587 shares to his grandchildren. The transfer of the shares was an exempt transaction pursuant to Rule 16b-5 of the Exchange Act.

(2) Represents deferred stock units 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.

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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