

MEHRA SANJEEV K  
Form 4  
November 24, 2008

**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 \*  
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)  
11/20/2008

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/20/2008		A	7,862 A \$ 0	13,934,547	I	See footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)
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## 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/ Yvette Kusic,  
Attorney-in-fact

11/24/2008

\*\*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) The 7,862 shares of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company") were granted to the Reporting Person in his capacity as a director of the Company pursuant to certain deferred stock awards under the 2006 Omnibus Incentive Plan (the "2006 Plan"). Of the shares granted, 3,253 are fully vested as of the grant date. The remainder of the deferred shares granted vest 25% on the first day of each calendar quarter following the grant date, which was November 20, 2008.

(3) GS Group may be deemed to beneficially own 24,222 shares of Common Stock pursuant to the 2006 Plan, consisting of 15,898 deferred shares granted to the Reporting Person and 8,324 deferred shares granted to Adrian M. Jones, a managing director of Goldman Sachs who, at the time of the grants, was a director of the Company. The Reporting Person and Adrian M. Jones each has an understanding with GS Group pursuant to which such deferred shares are held for the benefit of GS Group. The deferred shares settle upon termination of board service. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(4) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,100 shares of Common Stock. Goldman Sachs and GS Group may each be deemed to beneficially own indirectly, in the aggregate, 13,900,225 shares of Common Stock through 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"). Goldman Sachs is the investment manager of certain of the Limited Partnerships. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported

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herein except to the extent of its pecuniary interest therein.

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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