

Burger King Holdings Inc
 Form 3
 May 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 Expires: January 31, 2005
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INITIAL STATEMENT OF 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 * Â BONDERMAN DAVID (Last) (First) (Middle) C/O TEXAS PACIFIC GROUP,Â 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH,Â TXÂ 76102 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2006	3. Issuer Name and Ticker or Trading Symbol Burger King Holdings Inc [BKC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	37,689,385	I	See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONDERMAN DAVID C/O TEXAS PACIFIC GROUP 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	X	X	X	X

Signatures

David A. Spuria on behalf of David
Bonderman (4) 05/17/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- David Bonderman, James Coulter and William S. Price, III (each a "Shareholder") are officers, directors and sole shareholders of TPG Advisors III, Inc., a Delaware corporation ("Advisors III") which in turn is the general partner of TPG GenPar III, L.P., a Delaware limited partnership ("GenPar III"), which in turn is the sole general partner of TPG Partners III, L.P., a Delaware limited partnership (together with Advisors III and GenPar III), which in turn is the managing member of TPG BK Holdco LLC, which directly holds the securities reported herein.
- (1) Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), each Shareholder may be deemed to be the beneficial owner of the Securities of the Issuer beneficially owned by the Funds only to the extent of the greater of each Shareholder's direct or indirect interest in the profits or capital account of such Funds.
 - (2) Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that each Shareholder is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Securities owned by such Funds in excess of such amount.

Remarks:
 (4) David A. Spuria is signing on behalf of Mr. Bonderman pursuant to the authorization and design of January 31, 2005, which is attached here as an exhibit.

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.