

SMITH PETER C
Form 4
April 07, 2009

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 *
SMITH PETER C

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Human Resources Officer

MIAMI, FL 33126

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/03/2009		M ⁽¹⁾	18,357 A	\$ 3.8	122,010	D
Common Stock	04/03/2009		S ⁽¹⁾	18,357 D	\$ 23.65	103,653	D

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

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(9-02)

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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	Amount or Number of Shares
Option to Purchase Common Stock	\$ 3.8	04/03/2009		M ⁽¹⁾	2,550	⁽¹⁾ (2)	12/01/2013	Common Stock	2,550
Option To Purchase Common Stock	\$ 3.8	04/03/2009		M ⁽¹⁾	15,807	⁽¹⁾ (3)	08/01/2014	Common Stock	15,807

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH PETER C 5505 BLUE LAGOON DRIVE MIAMI, FL 33126			Chief Human Resources Officer	

Signatures

Lisa Giles-Klein, as Attorney-in-Fact for Peter C. Smith
 04/07/2009
 **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) Options exercised and shares sold pursuant to a Rule 10b5-1 trading plan made effective March 5, 2009.
- (2) 47,353 shares were exercisable on 12/01/2006 and 12/01/2007 and 47,352 shares were exercisable on 12/01/2008.
- (3) 10,539 shares were exercisable on each of 08/01/2006 and 08/01/2007. 10,538 shares were exercisable on 08/01/2008. 10,538 shares are exercisable 08/01/2009.

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.