WELLS BEN K Form 4 August 25, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1(0).

(Print or Type Responses)

08/22/2009

08/24/2009

Stock Common

Stock

1. Name and Address of Reporting Person ** WELLS BEN K			Symbol	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) (N	Middle) 3. Date o	3. Date of Earliest Transaction				(Check all applicable)				
5505 BLUE LAGOON DRIVE (Street)				(Month/Day/Year) 08/22/2009				Director 10% OwnerX Officer (give title Other (specify below) CFO				
			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	MIAMI, FL	33126	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Tab	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)		
	Common	08/22/2009		D(1)	4 057	D	\$ 0	55 246	D			

4,957

7,426

\$0

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

 $D^{(1)}$

 $F^{(2)}$

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

55,246

47,820

D

D

Edgar Filing: WELLS BEN K - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable D	Date	Title Number of			
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

WELLS BEN K

5505 BLUE LAGOON DRIVE **CFO**

MIAMI, FL 33126

Signatures

/s/ Lisa Giles-Klein, As Attorney in Fact for Ben K. 08/25/2009 Wells

> **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 a forfeiture of performance based restricted stock granted to the Reporting Person by the Issuer on August (1) 22, 2008. The shares had a one year performance period that began on July 1, 2008 and ended on June 30, 2009. Since the performance condition was not satisfied, the Reporting Person forfeited 4,957 of the 13,770 shares granted on August 22, 2008.
- Shares of performance based restricted stock withheld by the Issuer in order to satisfy Reporting Person's tax obligations in connection with the settlement of performance based restricted stock.

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.

Reporting Owners 2