#### MEHRA SANJEEV K

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 4

November 24, 2008

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

**OMB** 3235-0287

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MEHRA SANJEEV K Issuer Symbol Burger King Holdings Inc [BKC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify C/O GOLDMAN, SACHS & 11/20/2008 below) CO., 85 BROAD STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK,, NY 10004 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Amount (D) See Common 11/20/2008 Α 7,862 Α \$0 13,934,547 Ι footnotes Stock (1) (2) (3) (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	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	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MEHRA SANJEEV K							
C/O GOLDMAN, SACHS & CO.	X						
5 BROAD STRFFT	Λ						

# **Signatures**

NEW YORK,, NY 10004

C

/s/ Yvette Kosic, Attorney-in-fact

\*\*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 Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned (1) 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.
- 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 remainer of the deferred shares granted vest 25% on the first day of each calendar quarter following the grant date, which was November 20, 2008.
- 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.

GS Group may be deemed to beneficially own 24,222 shares of Common Stock pursuant to the 2006 Plan, consisting of 15,898 deferred

(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 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. 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.