

Burger King Holdings Inc
 Form 4
 February 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
BAIN CAPITAL INVESTORS LLC

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)
 111 HUNTINGTON AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

BOSTON, MA 02199
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock, Par Value \$0.01	02/19/2008		S		351,182	\$ 24.86	18,299,039 I	See Footnotes (1) (2) (3)
Common Stock, Par Value \$0.01	02/20/2008		S		317,763	\$ 24.84	17,981,276 I	See Footnotes (1) (2) (3)

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL PARTNERS VII LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Integral Investors, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TCV, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

Signatures

/s/ Bain Capital Investors, LLC by Andrew B. Balson, Managing Director

02/21/2008

__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) Because BCI is the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral Investors. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On 2/19/2008, Integral Investors sold 351,182 shares of Common Stock. On 2/20/2008, Integral Investors sold 317,763 shares of Common Stock. Following such sales, Integral Investors held 13,774,453 shares of Common Stock.

(2) Because BCI is the sole general partner of Bain Capital Partners VII, L.P. ("BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital Fund VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VII, LLC. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. Coinvestment Fund VII, LLC did not dispose of any securities on either 2/19/2008 or 2/20/2008, and as of 2/20/2008, Coinvestment Fund VII, LLC held 4,128,030 shares of Common Stock.

(3) Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. BCIP TCV did not dispose of any securities on either 2/19/2008 or 2/20/2008, and as of 2/20/2008, BCIP TCV held 78,793 shares of Common Stock.

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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