

Burger King Holdings Inc
Form 4
May 12, 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 *
GS Private Equity Partners 2000
Offshore Holdings, L.P.

(Last) (First) (Middle)

85 BROAD STREET,

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Burger King Holdings Inc [BKC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	05/08/2008		S	4,750,000 (2)	\$ 27.41	13,928,319 I	See footnotes (1) (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)

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 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
GS Private Equity Partners 2000 Offshore Holdings, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS Private Equity Partners 2000 - Direct Investment Fund L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS ADVISORS 2000 LLC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000		X		
Bridge Street Special Opportunities Fund 2000, LLC 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET 2000 LLC 85 BROAD ST NEW YORK, NY 10004		X		
GS EMPLOYEE FUNDS 2000 GP LLC 85 BROAD ST NEW YORK, NY 10004		X		
GS PEP 2000 Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
		X		

GS PEP 2000 Offshore Holdings Advisors, Inc.
 85 BROAD STREET
 NEW YORK, NY 10004

GS PEP 2000 Direct Investment Advisors, L.L.C.
 85 BROAD STREET
 NEW YORK, NY 10004

X

Signatures

/s/ Yvette Koscic, Attorney-in-fact	05/12/2008
__Signature of Reporting Person	Date
/s/ Yvette Koscic, Attorney-in-fact	05/12/2008
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/s/ Yvette Koscic, Attorney-in-fact	05/12/2008
__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) See Exhibit 99.1 for text of footnote 1.

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(2) See Exhibit 99.1 for text of footnote 2.

(3) See Exhibit 99.1 for text of footnote 3.

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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