Burger King Holdings Inc Form 3 May 17, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Swette Brian

(Last)

C/O BURGER KING

HOLDINGS, INC., 5505 BLUE LAGOON DRIVE

(First)

(Middle)

Statement

(Month/Day/Year)

05/17/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Burger King Holdings Inc [BKC]

4. Relationship of Reporting

Filed(Month/Day/Year)

Person(s) to Issuer

(Check all applicable)

X Director 10% Owner Officer _X_ Other (give title below) (specify below)

Non-Exec. Chair of the Board

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

5. If Amendment, Date Original

Person

Form filed by More than One

Reporting Person

MIAMI, FLÂ 33126

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

Beneficially Owned

(Instr. 4)

2. Amount of Securities

Ownership Form: Direct (D)

3.

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

or Indirect (I) (Instr. 5)

Common Stock

85,625

D

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

1

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Swette Brian

C/O BURGER KING HOLDINGS, INC. 5505 BLUE LAGOON DRIVE

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Non-Exec. Chair of the Board

MIAMI, FLÂ 33126

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Brian Swette

05/17/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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.

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