

Burger King Holdings Inc
Form 4
February 26, 2007

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC/

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)
85 BROAD ST,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

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

NEW YORK, NY 10004

(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
 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	02/22/2007		P	3,400 A	\$ 22.18 32,324,619	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	02/22/2007		P	4,400 A	\$ 22.15 32,329,019	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	02/22/2007		P	4,600 A	\$ 22.13 32,333,619	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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Common Stock	02/22/2007	P	1,300	A	\$ 22.12	32,334,919	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	02/22/2007	P	1,300	A	\$ 22.1	32,336,219	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	02/22/2007	S	15,000	D	\$ 22.02	32,321,219	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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)

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 Beneficially Owned Following Reported Transaction (Instr. 3)
				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
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004			X	
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004			X	

GS CAPITAL PARTNERS 2000 LP 85 BROAD ST NEW YORK, NY 10004	X
GS CAPITAL PARTNERS 2000 OFFSHORE LP MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	X
GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	X
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD ST NEW YORK, NY 10004	X
STONE STREET FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004	X
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004	X
Bridge Street Special Opportunities Fund 2000, LLC 85 BROAD STREET NEW YORK, NY 10004	X
Bridge Street Special Opportunities Fund 2000, L.P. 85 BROAD STREET NEW YORK, NY 10004	X

Signatures

/s/ Yvette Kosic, Attorney-in-fact	02/26/2007
__Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	02/26/2007
__Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	02/26/2007
__Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	02/26/2007
__Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	02/26/2007
__Signature of Reporting Person	Date
	02/26/2007

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GSCP 2000 beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 16,877,144 shares of Common Stock. GSCP 2000 Offshore beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 6,132,511 shares of Common Stock. GSCP Germany 2000 beneficially owns directly and its general partner GS GmbH may be deemed to beneficially own indirectly 705,426 shares of Common Stock. GSCP Employee 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 5,359,077 shares of Common Stock. Bridge SO 2000 beneficially owns directly and its general partner Bridge SO 2000 LLC may be deemed to beneficially own indirectly 248,271 shares of Common Stock.

(7) Stone 2000 beneficially owns directly and its general partner Stone 2000 GP may be deemed to beneficially own indirectly 496,542 shares of Common Stock. GS Direct 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 827,570 shares of Common Stock. PEP 2000 LP beneficially owns directly and its general partner PEP 2000 LLC may be deemed to beneficially own indirectly 959,602 shares of Common Stock. PEP 2000 Offshore LP beneficially owns directly and its general partner PEP 2000 Offshore Inc. may be deemed to beneficially own indirectly 329,853 shares of Common Stock. PEP Direct beneficially owns directly and its general partner PEP Direct LLC may be deemed to beneficially own indirectly 365,685 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. 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.