

Burger King Holdings Inc
Form 4
May 19, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chwat Anne

(Last) (First) (Middle)

BURGER KING HOLDINGS,
INC., 5505 BLUE LAGOON
DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
General Counsel & Corp Secy

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/17/2006		M		31,616	A	\$ 21.64	104,411 D
Common Stock	04/17/2006		M		10,539	A	\$ 21.64	114,950 D
Common Stock	05/17/2006		P		10,000 (1)	A	\$ 17	124,950 D

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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)

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. Amount or Number of Shares
Option to Purchase Common Stock	\$ 21.64	04/17/2006		M	31,616	(2) 09/27/2014	Common Stock	31,616
Option to Purchase Common Stock	\$ 21.64	04/17/2006		M	10,539	(3) 01/01/2015	Common Stock	10,539

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chwat Anne BURGER KING HOLDINGS, INC. 5505 BLUE LAGOON DRIVE MIAMI, FL 33126	General Counsel & Corp Secy

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Anne Chwat 05/19/2006

__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) Purchased pursuant to a directed share program. The purchase is expected to close on May 23, 2006.

(2) 31,616 shares are exercisable on 9/27/2006 and 31,615 shares are exercisable on each of 9/27/2007, 9/27/2008 and 9/27/2009.

(3) 10,539 shares are exercisable on each of 01/01/2007 and 01/01/2008 and 10,538 shares are exercisable on each of 01/01/2009 and 01/01/2010.

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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