

BLUM JONATHAN DAVID
Form 4
February 08, 2010

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 *
BLUM JONATHAN DAVID

2. Issuer Name and Ticker or Trading Symbol
YUM BRANDS INC [YUM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1441 GARDINER LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Public Affairs

LOUISVILLE, KY 40213

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

(City) (State) (Zip)

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 (A) or (D) Price | | |
| Common Stock | 02/05/2010 | | M | | 3,061 (1) \$ 12.2038 | D | |
| Common Stock | 02/05/2010 | | S | | 3,061 (1) \$ 33.2 (7) | D | |
| Common Stock | 02/05/2010 | | M | | 5,416 (1) \$ 32.98 | D | |
| Common Stock | 02/05/2010 | | S | | 5,416 (1) \$ 33.2 (2) | D | |
| Common Stock | 02/05/2010 | | M | | 3.3949 A (3) 11.3949 | D | |

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Common Stock 02/05/2010 F 3.3949 D \$ 33.4 8 D

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

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 12.2038 | 02/05/2010 | | M | 3,061 (1) | 12/31/2002 | 12/31/2011 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 13.2775 | 02/05/2010 | | M | 5,416 (1) | 01/24/2003 | 01/24/2012 | Common Stock |
| Phantom Stock | (3) | 02/05/2010 | | M | 3.3949 | (4) | (5) | Common Stock |
| Stock Appreciation Right | \$ 32.98 | 02/06/2010 | | A | 86,059 | 02/05/2011(6) | 02/05/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLUM JONATHAN DAVID 1441 GARDINER LANE LOUISVILLE, KY 40213 | | | SVP Public Affairs | |

Signatures

/s/ M. Gayle
Hobson, POA

02/08/2010

__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) Pursuant to 10b5-1 Plan

This transaction was executed in multiple trades at prices ranging from \$33.16 to \$33.28. The price reported above reflects the average price. The reporting person hereby undertakes to provide upon request, to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.

(3) Conversion occurs on a one-for-one basis.

(4) Phantom Exercise Date

(5) The YUM! Brands, Inc. Executive Income Deferral Program does not have specified expiration dates.

(6) Vesting occurs 25% per year beginning 02/05/2011.

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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.