

su Jingshyh S
Form 4
February 08, 2013

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 *
su Jingshyh S

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)
02/06/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chair & CEO - China Division

LOUISVILLE, KY 40213

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | A N S |
|--------------------------------------|------------------------------|------------------|------------|---|---------------------------------|-----|---------------------------|-----------------|--------------|-------|
| | | | Code | V | (A) | (D) | | | | |
| Restricted Stock Units | \$ 0 | 02/03/2012 | J | V | 788.48 | (1) | (2) | (2) | Common Stock | |
| Restricted Stock Units | \$ 0 | 05/03/2012 | J | V | 710.61 | (1) | (2) | (2) | Common Stock | |
| Restricted Stock Units | \$ 0 | 08/03/2012 | J | V | 751.71 | (1) | (2) | (2) | Common Stock | |
| Restricted Stock Units | \$ 0 | 11/02/2012 | J | V | 830.84 | (1) | (2) | (2) | Common Stock | |
| Restricted Stock Units | \$ 0 | 02/01/2013 | J | V | 913.07 | | (2) | (2) | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 62.93 | 02/06/2013 | A | | 121,231 | | 02/06/2014 ⁽³⁾ | 02/06/2023 | Common Stock | |
| Phantom Stock | ⁽⁴⁾ | 02/06/2013 | A | | 8,103.499 | | ⁽⁵⁾ | ⁽⁶⁾ | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| su Jingshyh S 1441 GARDINER LANE LOUISVILLE, KY 40213 | X | | Chair & CEO - China Division | |

Signatures

/s/ M. Gayle
Hobson, POA 02/08/2013

__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) Units acquired pursuant to Rule 16a-11 exemption. The reported holdings include units acquired in unreported dividend reinvestments.
- (2) The restricted stock units vest five years from grant date. Vested units will be delivered in shares to the reporting person twelve months following his retirement from YUM! Brands, Inc.
- (3) Vesting occurs on a quarterly basis beginning one year from grant date.
- (4) Conversion occurs on a one-for-one basis.
- (5) Payments are made in accordance with elections on file.
- (6) The Program does not have specified expiration dates.

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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