

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>su Jingshyh S</b> <small>(Last) (First) (Middle)</small>  <b>1441, GARDINER LANE</b> <small>(Street)</small>  <b>LOUISVILLE, KY 40213</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>YUM BRANDS INC [ YUM ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/4/2011</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Pres. - Yum Rest. China</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0	8/6/2010		J (2)	V	849.95		(1)	(1)	Common Stock	849.95	\$0	172297.95	D	
Restricted Stock Units	\$0	11/5/2010		J (3)	V	839.17		(1)	(1)	Common Stock	839.17	\$0	173137.12	D	
Employee Stock Option (Right to Buy)	\$49.30	2/4/2011		A		142567		2/4/2012	2/4/2021	Common Stock	142567	\$0	142567	D	
Restricted Stock Units	\$0	2/4/2011		J (4)	V	877.98		(1)	(1)	Common Stock	877.98	\$49.30	174015.1	D	
Phantom Stock	(5)	2/5/2011		A		17597.6751		(6)	(7)	Common Stock	17597.6751	\$0	17597.6751	D	

**Explanation of Responses:**

- (1) 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.
- (2) Units acquired pursuant to Rule 16a-11 exemption. The reported holdings include units acquired in unreported dividend reinvestments.
- (3) Units acquired pursuant to Rule 16a-11 exemption. The reported holdings include units acquired in unreported dividend reinvestments.
- (4) Units acquired pursuant to Rule 16a-11 exemption. The reported holdings include units acquired in unreported dividend reinvestments.
- (5) Conversion occurs on a one-for-one basis.
- (6) Payments are made in accordance with elections on file.
- (7) The Program does not have specified expiration dates.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>su Jingshyh S</b> <b>1441</b> <b>GARDINER LANE</b> <b>LOUISVILLE, KY 40213</b>			<b>Pres. - Yum Rest. China</b>	

**Signatures**

/m/ M. Gayle Hobson

2/7/2011

—Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.