

# 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>RAWLEY CHARLES E III</b> (Last) (First) (Middle)  <b>1441 GARDINER LANE</b> (Street)  <b>LOUISVILLE, KY 40213</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>YUM BRANDS INC [ YUM ]</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>CDO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>12/9/2004</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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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			
Common Stock	12/9/2004	12/9/2004	M		1478.00	A	\$8.90	22602.52	D	
Common Stock	12/9/2004	12/9/2004	M		1712.00	A	\$13.74	24314.52	D	
Common Stock	12/9/2004	12/9/2004	M		29462.00	A	\$11.4085	53776.52	D	
Common Stock	12/9/2004	12/9/2004	S		1478.00	D	\$45.90	52298.52	D	
Common Stock	12/9/2004	12/9/2004	S		1712.00	D	\$45.90	50586.52	D	
Common Stock	12/9/2004	12/9/2004	S		29462.00	D	\$45.90	21124.52	D	
Common Stock								666.68 (1)	I	By 401(k) plan

**Table II - Derivative Securities 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. 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				
Employee Stock Option (right to buy)	\$11.4085	12/9/2004	12/9/2004	M			29462.00	1/25/2000	1/25/2006	Common Stock	29462.00	\$11.4085	0.00	D	
Employee Stock Option (right to buy)	\$8.90	12/9/2004	12/9/2004	M			1478.00	7/1/1999	6/30/2005	Common Stock	1478.00	\$8.90	0.00	D	
Employee Stock Option (right to buy)	\$13.74	12/9/2004	12/9/2004	M			1712.00	7/1/2000	6/30/2006	Common Stock	1712.00	\$13.74	0.00	D	

**Explanation of Responses:**

(1) Reporting person acquired these shares under the Tricon 401(k) plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWLEY CHARLES E III 1441 GARDINER LANE LOUISVILLE, KY 40213			CDO	

**Signatures**

Charles E. Rawley, III

12/10/2004

\*\*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.

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