

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## 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>PEARSON ANDRALL</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>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/2/2004</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 checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
		<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

**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			
Common Stock	1/2/2004	1/2/2004	M		50000.00	A	\$15.8164	391176.00	D	
Common Stock	1/2/2004	1/2/2004	S		26500.00 (↓)	D	\$33.80	364676.00	D	
Common Stock	1/2/2004	1/2/2004	S		800.00 (↓)	D	\$33.81	363876.00	D	
Common Stock	1/2/2004	1/2/2004	S		6400.00 (↓)	D	\$33.85	357476.00	D	
Common Stock	1/2/2004	1/2/2004	S		200.00 (↓)	D	\$33.87	357276.00	D	
Common Stock	1/2/2004	1/2/2004	S		100.00 (↓)	D	\$33.88	357176.00	D	
Common Stock	1/2/2004	1/2/2004	S		900.00 (↓)	D	\$33.90	356276.00	D	
Common Stock	1/2/2004	1/2/2004	S		400.00 (↓)	D	\$33.91	355876.00	D	
Common Stock	1/2/2004	1/2/2004	S		800.00 (↓)	D	\$33.93	355076.00	D	
Common Stock	1/2/2004	1/2/2004	S		6200.00 (↓)	D	\$33.95	348876.00	D	
Common Stock	1/2/2004	1/2/2004	S		100.00 (↓)	D	\$33.99	348776.00	D	
Common Stock	1/2/2004	1/2/2004	S		6000.00 (↓)	D	\$34	342776.00	D	
Common Stock	1/2/2004	1/2/2004	S		200.00 (↓)	D	\$34.07	342576.00	D	
Common Stock	1/2/2004	1/2/2004	S		800.00 (↓)	D	\$34.09	341776.00	D	
Common Stock	1/2/2004	1/2/2004	S		300.00 (↓)	D	\$34.10	341476.00	D	
Common Stock	1/2/2004	1/2/2004	S		300.00 (↓)	D	\$34.11	341176.00	D	

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$15.8164	1/2/2004	1/2/2004	M		50000.00	11/3/2001	11/3/2007	Common Stock	50000.00	\$15.8164	1160000.00	D	

**Explanation of Responses:**

(1) Shares exercised and sold pursuant to SEC 10b5-1 plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON ANDRALL 1441 GARDINER LANE LOUISVILLE, KY 40213	X			

**Signatures**

**Andrall E. Pearson**

**1/5/2004**

\*\*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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