

GRISSOM J DAVID
Form 4
February 07, 2013

FORM 4

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

OMB APPROVAL

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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, 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 *
GRISSOM J 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)
4969 U.S. HWY 42
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

LOUISVILLE, KY 40222

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 | 02/06/2013 | | M | | 4,530 | A | \$ 29.6025 |
| Common Stock | 02/06/2013 | | D | | 2,137 | D | \$ 62.78 |
| Common Stock | 02/06/2013 | | M | | 3,510 | A | \$ 38.615 |
| Common Stock | 02/06/2013 | | D | | 2,159 | D | \$ 62.78 |
| Common Stock | 02/06/2013 | | M | | 3,887 | A | \$ 30.6 |
| Common Stock | 02/06/2013 | | D | | 1,895 | D | \$ 62.78 |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-----------|---|-------------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 02/06/2013 | | M | 3,679 | A | \$ 33.6 | 91,348.24 | D | |
| Common Stock | 02/06/2013 | | D | 1,938 | D | \$ 62.78 | 89,410.24 | D | |
| Common Stock | 02/06/2013 | | M | 3,202 | A | \$ 50.54 | 92,612.24 | D | |
| Common Stock | 02/06/2013 | | D | 2,578 | D | \$ 62.78 | 90,034.24 | D | |
| Common Stock | 02/06/2013 | | M | 2,871 | A | \$ 52.62 | 92,905.24 | D | |
| Common Stock | 02/06/2013 | | D | 2,407 | D | \$ 62.78 | 90,498.24 | D | |
| Common Stock | | | | | | | 10,000 | I | By Indep. IRA - GT |
| Common Stock | | | | | | | 5,400 | I | By Indep. Retirement Acct. #1 |
| Common Stock | | | | | | | 10,600 | I | By Indep. Retirement Acct. #4 |

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

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(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 (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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 29.6025 | 02/06/2013 | | M | 4,530 | 11/07/2007 11/07/2016 | |

| Stock Appreciation Right | | | | | | | | Common Stock | |
|--------------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----------------|--|
| Stock Appreciation Right | \$ 38.615 | 02/06/2013 | M | 3,510 | 11/06/2008 | 11/06/2017 | Common Stock | 3,510 | |
| Stock Appreciation Right | \$ 30.6 | 02/06/2013 | M | 3,887 | 11/04/2009 | 11/04/2018 | Common Stock | 3,887 | |
| Stock Appreciation Right | \$ 33.06 | 02/06/2013 | M | 3,679 | 11/03/2009 | 11/03/2019 | Common Stock | 3,679 | |
| Stock Appreciation Right | \$ 50.54 | 02/06/2013 | M | 3,202 | 11/02/2010 | 11/02/2020 | Common Stock | 3,202 | |
| Stock Appreciation Right | \$ 52.62 | 02/06/2013 | M | 2,871 | 11/01/2011 | 11/01/2021 | Common Stock | 2,871 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRISSOM J DAVID 4969 U.S. HWY 42 LOUISVILLE, KY 40222 | X | | | |

Signatures

/s/ M. Gayle
Hobson, POA 02/07/2013

__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).

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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