Carucci Richard Form 4	d									
Form 4 February 06, 20	009									
FORM	Л		CECU						PPROVAL	
Check this b		ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				NOMB Number:	3235-0287			
if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	STATEM Filed pur Section 17(	suant to S a) of the I	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES • Section 16(a) of the Securities Exchange Act of 1934, • Public Utility Holding Company Act of 1935 or Section					Estimated burden hou response	urs per	
<i>See</i> Instructi 1(b).		30(h)	of the I	nvestment	t Compar	ny Act of 1	940			
(Print or Type Resp	ponses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	Middle)		BRANDS	-	JM]	(Che	ck all applicabl	e)	
(Last) 1441 GARDIN	· · · ·	wilddie)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2009				Director 10% Owner X Officer (give title Other (specify below) below) Sr VP Fin/CFO			
			If Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LOUISVILLE	, KY 40213							More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	Transaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report	on a separate line	e for each cla	ass of sec	urities bene	Perso	ns who res	or indirectly. spond to the collect		SEC 1474 (9-02)	

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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

## Edgar Filing: Carucci Richard - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (I (Instr. 3, 4, and	D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	A N S
YUM Stock Appreciation Right	\$ 29.29	02/05/2009	02/05/2009	А	202,977	<u>(1)</u>	02/05/2019	Common Stock	
Phantom Stock	(2)	02/05/2009	02/05/2009	А	29,060.45	04/01/2017	(3)	Common Stock	2

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Carucci Richard 1441 GARDINER LANE LOUISVILLE, KY 40213			Sr VP Fin/CFO			

## Signatures

Richard Carucci	02/06/2009		
<u>**</u> 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) Vesting will occur 25% per year beginning 02/05/2010.
- (2) Conversion occurs on a one-for-one basis.
- (3) The YUM! Brands, Inc. Executive Income Deferral 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.