

RAWLEY CHARLES E III
Form 4
November 09, 2005

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, 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 *
RAWLEY CHARLES E III

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)
1441 GARDINER LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2005

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

LOUISVILLE, KY 40213

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 1,902 (1) D \$ 50.69 | 13,866.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 2,093 (1) D \$ 50.68 | 11,773.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 995 (1) D \$ 50.67 | 10,778.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 527 (1) D \$ 50.66 | 10,251.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 2,283 (1) D \$ 50.65 | 7,968.52 | D | |

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| | | | | | | | | | |
|--------------|------------|------------|---|----------------------|---|----------|-----------------------|---|----------------|
| Common Stock | 11/08/2005 | 11/08/2005 | S | 483 ⁽¹⁾ | D | \$ 50.64 | 7,485.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 322 ⁽¹⁾ | D | \$ 50.63 | 7,163.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 146 ⁽¹⁾ | D | \$ 50.62 | 7,017.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 454 ⁽¹⁾ | D | \$ 50.61 | 6,563.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 907 ⁽¹⁾ | D | \$ 50.6 | 5,656.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 1,654 ⁽¹⁾ | D | \$ 50.59 | 4,002.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 468 ⁽¹⁾ | D | \$ 50.58 | 3,534.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 1,156 ⁽¹⁾ | D | \$ 50.57 | 2,378.52 | D | |
| Common Stock | 11/08/2005 | 11/08/2005 | S | 2,239 ⁽¹⁾ | D | \$ 50.56 | 139.52 | D | |
| Common Stock | | | | | | | 666.68 ⁽²⁾ | I | By 401(k) plan |

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

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 11/09/2005

 Date
**Signature of Date
Reporting Person

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) Shares exercised and sold pursuant to SEC 10b5-1 plan.
 - (2) Reporting person acquired these shares under the Tricon 401(k) plan.

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