

Allan Graham D
 Form 3
 February 01, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Allan Graham D | | (Month/Day/Year) | YUM BRANDS INC [YUM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/01/2005 | | |
| 14841 DALLAS PARKWAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| DALLAS,Â TXÂ 75254 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | President - YRI | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|----------------------------|--------------|--------------|----------|---------------|-------------------|---|
| Employee Stock Option (right to buy) | 01/01/2000 | 01/25/2006 | Common Stock | 61,146 | \$ 12.27 | D | Â |
| Employee Stock Option (right to buy) | 01/20/2002 | 01/20/2008 | Common Stock | 42,202 | \$ 13.625 | D | Â |
| Employee Stock Option (right to buy) | 01/21/2003 | 01/21/2009 | Common Stock | 44,710 | \$ 23.4844 | D | Â |
| Phantom Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 4,058 | \$ <u>(3)</u> | D | Â |
| Employee Stock Option (right to buy) | 01/27/2004 | 01/27/2010 | Common Stock | 99,072 | \$ 15.14 | D | Â |
| Employee Stock Option (right to buy) | 01/25/2002 ⁽⁴⁾ | 01/25/2011 | Common Stock | 62,566 | \$ 16.7825 | D | Â |
| Employee Stock Option | 12/31/2002 ⁽⁵⁾ | 12/31/2011 | Common Stock | 42,142 | \$ 24.4075 | D | Â |
| Phantom Stock | Â <u>(6)</u> | Â <u>(2)</u> | Common Stock | 25,054 | \$ <u>(3)</u> | D | Â |
| Phantom Stock | Â <u>(6)</u> | Â <u>(2)</u> | Common Stock | 6,730 | \$ <u>(3)</u> | D | Â |
| Phantom Stock | Â <u>(6)</u> | Â <u>(2)</u> | Common Stock | 2,244.85 | \$ <u>(3)</u> | D | Â |
| Employee Stock Option (right to buy) | 01/23/2004 ⁽⁷⁾ | 01/23/2013 | Common Stock | 43,291 | \$ 24.325 | D | Â |
| Director Stock Option (right to buy) | 05/15/2004 | 05/15/2013 | Common Stock | 38,161 | \$ 26.205 | D | Â |
| Phantom Stock | Â <u>(3)</u> | Â <u>(2)</u> | Common Stock | 4,058 | \$ <u>(3)</u> | D | Â |
| Stock Option Right to Buy | 04/01/2001 | 04/01/2007 | Common Stock | 16,336 | \$ 12.6304 | D | Â |
| Stock Option Right to Buy | 01/24/2006 | 01/24/2012 | Common Stock | 37,658 | \$ 26.555 | D | Â |
| Stock Option Right to Buy | 01/27/2008 | 01/27/2014 | Common Stock | 29,020 | \$ 34.46 | D | Â |
| Stock Option Right to Buy | 01/27/2005 ⁽⁸⁾ | 01/27/2014 | Common Stock | 58,594 | \$ 34.46 | D | Â |
| Phantom Stock | Â <u>(9)</u> | Â <u>(2)</u> | Common Stock | 16,629.6 | \$ <u>(3)</u> | D | Â |
| Stock Option (Right to Buy) | 01/28/2005 ⁽¹⁰⁾ | 01/28/2015 | Common Stock | 54,200 | \$ 45.06 | D | Â |
| Phantom Stock | Â <u>(1)</u> | Â <u>(2)</u> | | 17,779 | \$ <u>(3)</u> | D | Â |

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Allan Graham D 14841 DALLAS PARKWAY DALLAS, TX 75254 | Â | Â | Â President - YRI | Â |

Signatures

| | |
|--------------------|------------|
| Graham D. Allan | 02/01/2005 |
|--------------------|------------|

| | |
|------------------------------------|------|
| **Signature of Reporting Person | Date |
|------------------------------------|------|

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 of phantom stock are payable 04/01/07 or upon Separation and are subject to earlier withdrawal in accordance with the terms of Yum's deferred compensation plan.
- (2) The YUM! Brands, Inc. Executive Income Deferral Plan does not have specified expiration dates.
- (3) Conversion occurs on a one-for-one basis.
- (4) Vesting occurs 25% per year beginning 1/25/2002.
- (5) Vesting occurs 25% per year beginning 12/31/2002.
- (6) Shares of phantom stock payable upon retirement or termination and are subject to earlier withdrawal in accordance with the terms of YUM! Brands, Inc. deferred compensation plan.
- (7) Vesting will occur 25% per year beginning 1/23/2004.
- (8) Vesting will occur 25% per year beginning 1/27/2005.
- (9) Shares of phantom stock payable on 04/01/2006 and are subject to earlier withdrawal in accordance with the terms of YUM! Brands, Inc. deferred plan.
- (10) Vesting will occur 25% per year beginning 01/28/2006

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.