LINEN JONATHAN S

Form 4/A

February 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

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January 31, 2005

0.5

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing D

1. Name and Address of Repo LINEN JONATHAN S	rting Person <u>*</u> 2. Syn YU	g 5. Relationship of Reporting Person(s) to Issuer
		(Check all applicable)
(Last) (First)	(Middle) 3. D	
200 VESEY STREET	(Mc 01/	_X Director 10% Owner Officer (give title below) Other (specify below)
(Street)	4. If	6. Individual or Joint/Group Filing(Check
	File	Applicable Line)
NEW YORK, NY 10285	01/ 5	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State)	(Zip)	ties Acquired, Disposed of, or Beneficially Owned
1.Title of Security (Month/Day/\(\sigma\) (Instr. 3)	Date 2A. Deemed Year) Execution Dat any (Month/Day/Y	equired 5. Amount of d of (D) Securities Form: Direct Indirect (D) or Beneficial Owned Indirect (I) Ownership Following Reported Transaction(s) (Instr. 3 and 4)
Common 01/28/2005	01/28/2005	\$ 2,219 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 45.06	01/28/2005	01/28/2005	A	2,710	01/29/2005	01/28/2015	Common Stock	2,710
Phantom Stock	<u>(1)</u>	01/28/2005	01/28/2005	A	554.82	(2)	<u>(3)</u>	Common Stock	554.82

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
LINEN JONATHAN S 200 VESEY STREET NEW YORK, NY 10285	X						

Signatures

Jon Linen 02/01/2005

**Signature of 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) Conversion occurs on a one-for-one basis.
- (2) Shares of phantom stock payable upon termination and are subject to earlier withdrawal in accordance with the terms of YUM! Brand s, Inc. deferred compensation plan.
- (3) The YUM! Brands, Inc. Executive Income Deferral Plan 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.

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