Creed Greg Form 4 April 29, 2011

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

(Month/Day/Year)

(Print or Type Responses)

1(b).

04/27/2011

04/27/2011

04/27/2011

04/27/2011

04/27/2011

Common

Common

Common

Common

Common

Stock

Stock

Stock

Stock

Stock

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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0.5

| 1. Name and Address of Reporting Person ** Creed Greg | | | Symbol | and Ticker or Trading OS INC [YUM] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|-------|-----------------------------|--|---|--------------------------------|----------------------------------|--|
| (Last) | (First) | | 3. Date of Earlies | - | (Chec | k all applicable |) | |
| 17901 VO | N KARMAN | ` | Month/Day/Yea 04/27/2011 | r) | Director _X_ Officer (give below) | title 10% below) D - Taco Bell | | |
| (Street) | | | 4. If Amendment | , Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| IRVINE, C | CA 92614 | F | Filed(Month/Day/ | Year) | Applicable Line) _X_ Form filed by C Form filed by M Person | | | |
| (City) | (State) | (Zip) | Table I - No | n-Derivative Securities Ac | quired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | 4. Securities Acquired (Actionor Disposed of (D) (Instr. 3, 4 and 5) | A) 5. Amount of Securities Beneficially | 6. Ownership Form: | 7. Nature of Indirect Beneficial | |

(A)

A

D

Price

\$ 22.53

\$ 52.076

24.4675

\$ 52.23

\$ 52.076

(2)

(1)

Amount

54,200

54,200

82,878

59,411 D

23,467 D

(Instr. 8)

Code V

M

S

M

D

S

Ownership

(Instr. 4)

Direct (D)

or Indirect

(Instr. 4)

D

D

D

D

D

Owned

Following

Reported

66,757

12,557

95,435

36,024

12,557

Transaction(s)

(Instr. 3 and 4)

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

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SEC 1474 (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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date Underlying | | 7. Title and Underlying (Instr. 3 and | Securiti |
|---|---|---|---|--|---|----------------------------|--------------------|---------------------------------------|-----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amor or Numl of Sh |
| Employee Stock Option (Right to Buy) | \$ 22.53 | 04/27/2011 | | M | 54,200 | 01/28/2006 | 01/28/2015 | Common Stock | 54,2 |
| Stock Appreciation Right | \$ 24.4675 | 04/27/2011 | | M | 82,878 | 01/26/2010 | 01/26/2016 | Common Stock | 82,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

Creed Greg

17901 VON KARMAN CEO - Taco Bell

IRVINE, CA 92614

Signatures

/s/ M. Gayle Hobson 04/29/2011

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed in multiple trades at prices ranging from \$51.86 to \$52.28. The price reported above reflects the average (1) price. The reporting person hereby undertakes to provide upon request, to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$51.86 to \$52.28. The price reported above reflects the average (2) price. The reporting person hereby undertakes to provide upon request, to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.

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.