Carey Albert P Form 4 February 16, 2011

# FORM 4

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

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form filed by More than One Reporting

Person

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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 Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Carey Albert P Issuer Symbol PEPSICO INC [PEP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 700 ANDERSON HILL ROAD 02/14/2011 below) President and CEO Frito-Lay (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### PURCHASE, NY 10577

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8)  (A) or				(D) 5)	5. Amount of Securities Owners Beneficially Form: Owned Direct (Following or Indirect (I) Transaction(s) (Instr. 4 (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock	02/14/2011		F	3,326 (1)	,	Price \$ 63.7475	133,641	D	
PepsiCo, Inc. Common Stock	02/14/2011		D	2,030 (2)	D	\$ 0	131,611	D	
PepsiCo, Inc. Common Stock							89.821 (3)	I	by 401(k)

### Edgar Filing: Carey Albert P - Form 4

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.

**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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securi	ities	(Instr. 5)
	Derivative		Securities			(Instr.	3 and 4)			
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or	
									Number	
				~					of	
				Code V	V (A) (D)				Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director Officer 10% Owner Other

Carey Albert P President 700 ANDERSON HILL ROAD and CEO PURCHASE, NY 10577 Frito-Lay

### **Signatures**

/s/ Thomas H. Tamoney, Jr., 02/16/2011 Atty-in-Fact

> \*\*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).
- This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of performance-based restricted stock units.
- This number represents the performance-based restricted stock units that were canceled at the end of the performance period due to **(2)** failure to meet pre-established performance targets.
- Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan (formerly the PepsiCo 401(k) Plan) as of February 14, 2011.

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.

Reporting Owners 2

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