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Carey Alber Form 4	rt P											
April 16, 20	013											
FORM			CECU	DITIES			NCECC	MARCION		PROVAL		
	UNITED	STATES		shington				OMMISSION	OMB Number:	3235-0287		
Subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the Public Ut					GES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934, tility Holding Company Act of 1935 or Section westment Company Act of 1940					January 31, 2005 verage 's per 0.5		
1(b).	D)											
(Print or Type	Responses)											
Carey Albert P Symbol				l				5. Relationship of Reporting Person(s) to Issuer				
			PEPSICO INC [PEP]					(Check all applicable)				
				of Earliest T Day/Year)	Fransaction	l		Director 10% Owner				
				4/12/2013 -				_X_ Officer (give title Other (specify below)				
				Ionth/Day/Year) A				 D. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
PURCHAS	SE, NY 10577						- I	erson	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
PepsiCo, Inc. Common Stock	04/12/2013			А	559 <u>(1)</u>	A	\$ 0	167,956	D			
PepsiCo, Inc. Common Stock	04/12/2013			F	6,531 (2)	D	\$ 79.3875	161,425	D			
PepsiCo, Inc. Common Stock								95.9101 (<u>3)</u>	I	by 401(k)		

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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.

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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									. .		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				<u> </u>					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Carey Albert P 700 ANDERSON HILL ROAD PURCHASE, NY 10577			Chief Executive Officer, PAB					
Signatures								
/s/ Cynthia A. Nastanski, Atty-in-Fact		04/16/2013						

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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) This number represents the vesting of performance-based restricted stock units earned as a result of exceeding pre-established performance targets.
- (2) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of performance-based restricted stock units.
- (3) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of April 12, 2013.

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.