Thompson Larry D. Form 4 March 05, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

Expires:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Thompson Larry D.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PEPSICO INC [PEP]

(Check all applicable)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

10% Owner

700 ANDERSON HILL ROAD

(Month/Day/Year)

X_ Officer (give title below)

Other (specify

03/01/2013

6. Individual or Joint/Group Filing(Check

EVP Gov Affairs GC & Secretary

Filed(Month/Day/Year)

4. If Amendment, Date Original

Code V

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PURCHASE, NY 10577

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect (I) Owned Following (Instr. 4) Reported

(A)

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

PepsiCo,

Inc. 03/01/2013 Common

17,535 Α (1)

\$0 79,968

D

Stock PepsiCo,

Inc. Common

162.5515 ⁽²⁾

By 401(k)

Beneficial

Ownership

(Instr. 4)

Stock

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 Edgar Filing: Thompson Larry D. - Form 4

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 a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01 Title N			
						Exercisable	Date		lumber		
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Thompson Larry D. EVP Gov 700 ANDERSON HILL ROAD Affairs GC & PURCHASE, NY 10577 Secretary

Signatures

/s/ Cynthia A. Nastanski, Atty-in-Fact 03/05/2013

**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 the PepsiCo Equity Performance units ("PEPunits") granted to the reporting person as a portion of his compensation from PepsiCo, Inc. In accordance with the applicable vesting provisions, all or a portion of these PEPunits will become payable on March 1, 2016 subject to absolute stock price performance and relative total shareholder return consistent with a

- pre-established payout scale determined for the three-year performance period and approved by the Compensation Committee. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PEPunits granted, depending on the level of performance achieved.
- (2) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 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.

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