

NOOYI INDRA K
Form 4
July 31, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOOYI INDRA K

(Last) (First) (Middle)
700 ANDERSON HILL ROAD
(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEPSICO INC [PEP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| PepsiCo, Inc. Common Stock | 07/27/2012 | | M | | 188,550 | A | \$ 39.75 743,211 |
| PepsiCo, Inc. Common Stock | 07/27/2012 | | M | | 46,829 | A | \$ 39.75 790,040 |
| PepsiCo, Inc. Common Stock | 07/27/2012 | | S | | 235,379 | D | \$ 71.7123 554,661 |

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PepsiCo, Inc. Common Stock 6,092.5536 ⁽²⁾ I by 401(k)

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

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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. Transaction Code (Instr. 8) | 5. Number of 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-------------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Phantom Stock Units | ⁽³⁾ | 07/30/2012 | | I | | 16,012.7447 | ⁽³⁾ | ⁽³⁾ | PepsiCo, Inc. Common Stock |
| Employee Stock Option (right to buy) | \$ 39.75 | 07/27/2012 | | M | | 188,550 | 02/01/2006 | 01/31/2013 | PepsiCo, Inc. Common Stock |
| Employee Stock Option (right to buy) | \$ 39.75 | 07/27/2012 | | M | | 46,829 | 02/01/2003 | 01/31/2013 | PepsiCo, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOOYI INDRA K 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | X | | Chairman and CEO | |

Signatures

/s/ Cynthia A. Nastanski,
Atty-in-Fact

07/31/2012

__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).

- The shares with respect to this transaction were sold at prices ranging from \$71.25 and \$71.88, a portion of which were sold to cover
- (1) option costs, taxes and broker commissions. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.
 - (2) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of July 27, 2012.
The PepsiCo Executive Income Deferral Program allows participants to change their investment allocations at any time, subject to the
 - (3) PepsiCo Insider Trading Policy. This transaction represents the reporting person's transfer of funds from the PepsiCo Common Stock Fund to another phantom investment offered under the program.
 - (4) This number includes 463.2820 phantom stock unit share equivalents credited to the reporting person's phantom stock account through reinvestment of dividends on June 29, 2012 at a price of \$70.66.

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.