

FOSS ERIC J
Form 4
October 25, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FOSS ERIC J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO Pepsi Beverages Company

PURCHASE, NY 10577

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
PepsiCo, Inc. Common Stock	10/21/2011		M		122,792	A	\$ 55.01 232,538
PepsiCo, Inc. Common Stock	10/21/2011		M		40,599	A	\$ 50.25 273,137
PepsiCo, Inc. Common Stock	10/21/2011		M		89,868	A	\$ 55.92 363,005

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PepsiCo, Inc. Common Stock	10/21/2011	M	245,585	A	\$ 47.08	608,590	D	
PepsiCo, Inc. Common Stock	10/21/2011	S	498,844	D	\$ 62.1204 <u>(1)</u>	109,746	D	
PepsiCo, Inc. Common Stock						<u>3,783.0511</u> <u>(2)</u>	I	401(k)

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

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(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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 55.01	10/21/2011		M	122,792	02/26/2010 07/23/2016	PepsiCo, Inc. Common Stock 122,7
Employee Stock Option (right to buy)	\$ 50.25	10/21/2011		M	40,599	02/26/2010 02/28/2017	PepsiCo, Inc. Common Stock 40,59
Employee Stock Option (right to buy)	\$ 55.92	10/21/2011		M	89,868	02/26/2010 02/28/2018	PepsiCo, Inc. Common Stock 89,86
	\$ 47.08	10/21/2011		M	245,585	02/26/2010 10/01/2018	245,5

Employee
Stock
Option
(right to
buy)

PepsiCo,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSS ERIC J 700 ANDERSON HILL ROAD PURCHASE, NY 10577			CEO Pepsi Beverages Company	

Signatures

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

10/25/2011

__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 price reported in column 4 is a weighted average price. These shares were sold at prices ranging from \$62.01 and \$62.25 and a portion of the proceeds was used to cover 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.

(1) Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan as of October 21, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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