

PEPSICO INC
Form 4
October 21, 2009

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 *
Carey Albert P

(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)
10/19/2009

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)
President and CEO Frito-Lay

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| PepsiCo, Inc. Common Stock | 10/19/2009 | | M | 55,000 | A | \$ 32.25 | 162,900 | D | |
| PepsiCo, Inc. Common Stock | 10/19/2009 | | S | 55,000 | D | (\$) | 107,900 | D | |
| PepsiCo, Inc. Common Stock | 10/20/2009 | | M | 1,779 | A | \$ 32.25 | 109,679 | D | |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|-------|-------------|---|-----------|
| PepsiCo, Inc. Common Stock | 10/20/2009 | M | 88,489 | A | \$ 34 | 198,168 | D | |
| PepsiCo, Inc. Common Stock | 10/20/2009 | S | 85,940 | D | (2) | 112,228 | D | |
| PepsiCo, Inc. Common Stock | | | | | | 86.7542 (3) | 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 34 | 10/20/2009 | | M | 88,489 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock | 88,489 | |
| Employee Stock Option (right to buy) | \$ 32.25 | 10/19/2009 | | M | 55,000 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock | 55,000 | |
| Employee Stock Option (right to buy) | \$ 32.25 | 10/20/2009 | | M | 1,779 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock | 1,779 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carey Albert P 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | | | President and CEO Frito-Lay | |

Signatures

Albert P. Carey 10/21/2009

 Signature of Date
Reporting Person

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).
 - (1) The shares with respect to this transaction were sold at prices ranging from \$61.905 and \$62.265. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (2) The shares with respect to this transaction were sold at prices ranging from \$61.19 and \$62.015. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (3) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of October 19, 2009.

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.