

Khan Mehmood  
 Form 3  
 November 19, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Khan Mehmood (Last) (First) (Middle)  700 ANDERSON HILL ROAD (Street)  PURCHASE, NY 10577 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2010	3. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO Global Nutrition & CSO	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	65,988.06 <sup>(1)</sup>	D	^
PepsiCo, Inc. Common Stock	70.1211 <sup>(2)</sup>	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/01/2011	01/31/2018	PepsiCo, Inc. Common Stock	30,137	\$ 68.75	D	Â
Employee Stock Option (right to buy)	02/01/2012	01/31/2019	PepsiCo, Inc. Common Stock	63,396	\$ 53	D	Â
Employee Stock Option (right to buy)	04/12/2013	04/11/2020	PepsiCo, Inc. Common Stock	50,526	\$ 66.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khan Mehmood 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â CEO Global Nutrition & CSO	Â

## Signatures

/s/ Mehmood Khan  
11/19/2010

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 includes: 1) 29,091 restricted stock units (RSUs) granted as a portion of his compensation. RSUs are calculated on a 1 unit:1 share basis. These RSUs vest on 2/1/2011. Vesting of all RSUs is contingent upon the reporting person's continued employment with the company; 2) 35,962 performance-based stock units (PSUs) granted as a portion of his compensation. These PSUs vest on various dates
- (1) between 2/1/2011 and 4/12/2013 contingent upon the achievement of pre-established performance targets over a 2 or 3-yr performance period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0%-100% of the PSUs granted for PSUs vesting on 2/1/2011 or 2/1/2012, and 0%-125% for PSUs vesting 4/12/2013, depending on the performance level achieved; and 3) 935.06 shares held in the PepsiCo Stock Purchase Program.
  - (2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of November 12, 2010.

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.