

TRUDELL CYNTHIA
Form 4
April 04, 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 *
TRUDELL CYNTHIA

(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)
04/02/2012

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)
EVP & Chief HR Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| PepsiCo, Inc. Common Stock | 04/02/2012 | | A | (A) Amount (D) Price | 15,029 ⁽¹⁾ A \$ 0 99,523 | D | |
| PepsiCo, Inc. Common Stock | | | | | 91 | I | by Trust |
| PepsiCo, Inc. Common Stock | | | | | 77.6267 ⁽²⁾ | I | By 401(k) |

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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 or Number of Shares |
| Phantom Stock Units | (3) | 04/02/2012 | | A | 497.8864 (4) | (5) | (5) | PepsiCo, Inc. Common Stock | 497.8864 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUDELL CYNTHIA 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | | | EVP & Chief HR Officer | |

Signatures

/s/ Cynthia M. Trudell 04/04/2012

__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).
- (1) This number represents the PepsiCo equity performance units ("PEPunits") granted to the reporting person as a portion of her compensation from PepsiCo, Inc. These PEPunits will become vested on April 2, 2015 contingent upon the achievement of pre-established performance targets over a three-year period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 187.5% of the PEPunits granted, depending on the performance level achieved.
 - (2) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of April 2, 2012.
 - (3) These phantom stock units are held under the PepsiCo Executive Income Deferral Program and convert to shares of PepsiCo Common Stock on a one-for-one basis.
 - (4)

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This amount relates to dividends credited to the reporting persons phantom stock account in the PepsiCo Executive Income Deferral Program on various dates between February 15, 2011 and April 2, 2012 pursuant to PepsiCo's Executive Income Deferral Program, at prices ranging from \$61.90 to \$70.43.

(5) This security is payable pursuant to the reporting person's election and the terms of the PepsiCo Executive Income Deferral Program.

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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