

Greco Thomas
 Form 3
 September 23, 2011

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 * Greco Thomas (Last) (First) (Middle) PEPSICO, INC., 700 ANDERSON HILL ROAD (Street) PURCHASE, NY 10577 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/14/2011 | 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) President, FLNA | 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 |
|--|--|--|---|--|---|

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 | 67,837 ⁽¹⁾ ⁽²⁾ | D | by 401(k) |
| PepsiCo, Inc. Common Stock | 478.8086 ⁽³⁾ | I | by 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | 02/01/2005 | 01/31/2012 | PepsiCo, Inc. Common Stock | 1,373 | \$ 50 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2006 | 01/31/2013 | PepsiCo, Inc. Common Stock | 1,727 | \$ 39.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2007 | 01/31/2014 | PepsiCo, Inc. Common Stock | 438 | \$ 47.25 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2008 | 01/31/2015 | PepsiCo, Inc. Common Stock | 48,757 | \$ 53.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2009 | 01/31/2016 | PepsiCo, Inc. Common Stock | 45,577 | \$ 57.5 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2010 | 01/31/2017 | PepsiCo, Inc. Common Stock | 20,318 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2011 | 01/31/2018 | PepsiCo, Inc. Common Stock | 37,969 | \$ 68.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2012 | 01/31/2019 | PepsiCo, Inc. Common Stock | 49,448 | \$ 53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Greco Thomas PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | Â | Â | Â President, FLNA | Â |

Signatures

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

09/23/2011

__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).

(1) This number includes 50,603 restricted stock units ("RSUs") granted to the reporting person as a portion of his annual executive compensation prior to becoming a reporting person at PepsiCo, Inc. RSUs are calculated on a one unit for one share basis. These RSUs vest at various dates through September 23, 2015. Vesting of all RSUs is contingent upon the reporting person's continued employment with the company.

(2) This number also includes 6,767 performance-based restricted stock units ("PSUs") granted to the reporting person as a portion of his annual executive compensation prior to becoming a reporting person at PepsiCo, Inc. A portion of these PSUs will become vested on April 12, 2013 and a portion will become vested on March 1, 2014, each contingent upon the achievement of pre-established performance targets over a two-year performance period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 125% of the PSUs granted, depending on the performance level achieved.

(3) Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan as of September 14, 2011.

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.