TRUDELL CYNTHIA

Form 4 May 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TRUDELL CYNTHIA Issuer Symbol PEPSICO INC [PEP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

05/02/2011

Director 10% Owner _X__ Officer (give title Other (specify

below) below) EVP, HR & Chief Pers. Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

PURCHASE, NY 10577

700 ANDERSON HILL ROAD

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code Amount (D) Price PepsiCo, Inc. 05/02/2011 M 5.102 \$ 49 106,256 D Α Common Stock PepsiCo, \$ Inc. 05/02/2011 S 16,102 D 69.3006 90.154 D Common (1) Stock PepsiCo, Inc. 91 Ι by Trust Common Stock

Edgar Filing: TRUDELL CYNTHIA - Form 4

PepsiCo,

Inc.
Common 75.1992 (2) I By 401(k)

Stock

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

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.

SEC 1474

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	\$ 49	05/02/2011		M	5,102	2 10/01/2001	09/30/2011	PepsiCo, Inc. Common	5,102

Relationships

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other
TRUDELL CYNTHIA EVP, HR &

700 ANDERSON HILL ROAD Chief Pers. PURCHASE, NY 10577 Officer

Signatures

buy)

/s/ Cynthia M. Trudell 05/04/2011

**Signature of Date

Reporting Person

Reporting Owners 2

Edgar Filing: TRUDELL CYNTHIA - Form 4

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 shares with respect to this transaction were sold at prices ranging from \$69.23 and \$69.32. Upon request, PepsiCo, Inc. will provide
- (1) 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) Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan as of May 2, 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.