HUNT RAY L Form 4 October 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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response...

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

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

HUNT RA	Symbol PEPSICO INC [PEP]					Issuer (Check all applicable)					
(Last) (First) (Middle) HUNT CONSOLIDATED, INC., 1900 NORTH AKARD			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2011					(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below)			
				nendment, l	Date Original ear)		Ap	o. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person			
DALLAS,	TX 75201						Per	Form filed by More son	than One Repor	ting	
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	curitie	s Acquire	ed, Disposed of, or	Beneficially (Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if	Code (Instr. 8)	4. Securities A orDisposed of (E (Instr. 3, 4 and)	d (A) or	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	09/30/2011			Code V	Amount 980.2608 (1)	(D)	Price (1)	112,293.0008	D		
PepsiCo, Inc. Common Stock	10/01/2011			A	2,156.2448 (2)	A	\$ 60.29	114,449.2456	D		
PepsiCo, Inc.	10/01/2011			A	2,487.9748 (3)	A	\$ 0	116,937.2204	D		

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ctio 8)	5. rNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
HUNT RAY L HUNT CONSOLIDATED, INC. 1900 NORTH AKARD STREET DALLAS, TX 75201	X						

Signatures

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

**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).
- This number includes the phantom stock units acquired on various dates between October 1, 2010 and September 30, 2011 through (1) reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from \$61.90 to \$70.43, payable in shares of PepsiCo Common Stock on a one-for-one basis.
- (2) This number represents the annual cash retainer, or portion thereof, that the filing person elected to defer under the PepsiCo Director Deferral Program that is payable in shares of PepsiCo Common Stock at the end of the deferral period selected by the filing person.

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This number represents the filing person's phantom stock units received for service as a director that are payable in shares of PepsiCo (3) Common Stock on a one-for-one basis commencing on the first day of the calendar quarter following the first anniversary of the filing person's retirement or resignation from PepsiCo's Board of Directors.

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.