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Form 4										
April 14, 201 FORM Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	4 UNITED S s box er STATEM 5. 5. 5. 5. 5. 5. 5. 5. 5. 5.	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 20(b) of the Investment Company Act of 1940						OMB Number: Expires: Estimated a burden hou response	rs per	
(Print or Type R	esponses)									
			2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3.			3. Date of Earliest Transaction (Month/Day/Year) 04/12/2010				(Check all applicable) Director 10% Owner X_Officer (give title Other (specify below) CEO PepsiCo AMEA			
PURCHASE	(Street) E. NY 10577		Amendment, Dav l(Month/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Pe	erson	
(City)		Zip)	Table I - Non-D	erivative S	ecurit	ies Aco	Person uired, Disposed of	or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	itle of 2. Transaction Date 2A. Deemed urity (Month/Day/Year) Execution Date, if		3. e, if Transactic Code	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			• · • • ·		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
PepsiCo, Inc. Common Stock	04/12/2010		A	13,684 (1)	A	\$ 0	79,361	D		
PepsiCo, Inc. Common Stock							8,348.4569 (2)	I	401 (k)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 66.5					04/12/2013	04/12/2020	PepsiCo, Inc. Common Stock	54,737	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Abdul-Latif Saad 700 ANDERSON HILL ROAD PURCHASE, NY 10577			CEO PepsiCo A	MEA			
Signatures							
/s/ Thomas H. Tamoney, Jr.,Atty-in-Fact		04/14/20	04/14/2010				
**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 performance-based restricted stock units ("PSUs") granted to the reporting person as a portion of his compensation from PepsiCo, Inc. These PSUs will become vested on April 12, 2013 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.

(2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of April 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.

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