Carey Albert P Form 4 May 04, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Carey Albert P | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|--|---|--|--|--|
| (Last) (First) (Middle) | PEPSICO INC [PEP] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 700 ANDERGON HILL BOAD | (Month/Day/Year) | Director 10% Owner X Officer (give title Other (specify | | | |
| 700 ANDERSON HILL ROAD | 04/30/2010 | below) President and CEO Frito-Lay | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| DUDGUAGE NV 10577 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| PURCHASE, NY 10577 | | Person | | | |

| 1 | ΡĪ | II | R | C | Н | A | S | E. | N | Y | 7 1 | 1 |)5 | 7 | 7 | 7 |
|---|----|----|---|---|---|---|---|----|---|---|-----|---|----|---|---|---|
| | | | | | | | | | | | | | | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly 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. Securion(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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 | 04/30/2010 | | S | 7,224 | ` / | \$ 65.38 | 144,467 | D | |
| PepsiCo, Inc. Common Stock | | | | | | | 87.8687 <u>(1)</u> | I | by 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)

Edgar Filing: Carey Albert P - Form 4

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | O1 | | | |
| | | | | | | Exercisable | Date | | lumber | | |
| | | | | C 1 W | (A) (D) | | | of | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |

Carey Albert P President
700 ANDERSON HILL ROAD and CEO
PURCHASE, NY 10577 Frito-Lay

Signatures

/s/ Albert P.
Carey

**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) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of April 30, 2010.

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.

Reporting Owners 2