

Thompson Larry D.
Form 3
August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Thompson Larry D. | | (Month/Day/Year) | PEPSICO INC [PEP] | |
| (Last) | (First) | (Middle) | 07/30/2012 | |
| 700 ANDERSON HILL ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PURCHASE,Â NYÂ 10577 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP Gov Affairs GC & Secretary | |

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 | 48,122 ⁽¹⁾ | D | Â |
| PepsiCo, Inc. Common Stock | 160.1254 ⁽²⁾ | 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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Thompson Larry D. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 02/01/2008 | 01/31/2015 | PepsiCo, Inc. Common Stock | 43,150 | \$ 53.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2007 | 01/31/2014 | PepsiCo, Inc. Common Stock | 23,116 | \$ 49.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2009 | 01/31/2016 | PepsiCo, Inc. Common Stock | 60,670 | \$ 57.5 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2010 | 01/31/2017 | PepsiCo, Inc. Common Stock | 53,669 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2011 | 01/31/2018 | PepsiCo, Inc. Common Stock | 50,742 | \$ 68.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2012 | 01/31/2019 | PepsiCo, Inc. Common Stock | 63,774 | \$ 53 | D | Â |
| Employee Stock Option (right to buy) | 04/12/2013 | 04/11/2020 | PepsiCo, Inc. Common Stock | 50,827 | \$ 66.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------------|
| | Director | 10% Owner | Officer | Other |
| Thompson Larry D. 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | Â | Â | Â | EVP Gov Affairs GC & Secretary Â |

Signatures

/s/ Larry D. Thompson 08/03/2012

**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).

This number includes: 1) 35,415 shares of PepsiCo Common Stock held in the reporting person's personal brokerage account and 2) 12,707 performance-based stock units ("PSUs") granted to the reporting person as a portion of his compensation from PepsiCo, Inc.

- (1) 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 the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of July 30, 2012.

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.