

Thompson Larry D.  
Form 3  
August 03, 2012

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Thompson Larry D.</p> <p>(Last) (First) (Middle)</p> <p>700 ANDERSON HILL ROAD</p> <p>(Street)</p> <p>PURCHASE, NY 10577</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/30/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PEPSICO INC [PEP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP Gov Affairs GC &amp; Secretary</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 <sup>(1)</sup>	D	^
PepsiCo, Inc. Common Stock	160.1254 <sup>(2)</sup>	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)
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	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.

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