BRIDGMAN PETER A

Form 4 May 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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 * BRIDGMAN PETER A			2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(Last) (First) (Middle)			f Earliest T	ransaction	(Check an applicable)					
700 ANDE	RSON HILL RO		(Month/I 05/03/2	Day/Year) 2011		X_ below	Officer (give to	itle 10% Othe below) nd Controller	er (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
PURCHAS	E, NY 10577	1	Filed(Mo	nth/Day/Yea	ar)	_X_ I	cable Line) Form filed by Or Form filed by Mo n				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	juired,	, Disposed of,	or Beneficiall	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securities Acquired (A our Disposed of (D) (Instr. 3, 4 and 5)	Se	Amount of ecurities eneficially	6. Ownership Form:	7. Natu Indirec Benefic		

(City)	(State)	Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (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	05/03/2011		Code V M	Amount 56,984	(D)	Price \$ 50	94,286	D	
PepsiCo, Inc. Common Stock	05/03/2011		S	56,984	D	\$ 69.2936 (1)	37,302	D	
PepsiCo, Inc. Common Stock							622.7001 (2)	I	by 401(k)

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

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SEC 1474 (9-02)

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)	Execution Date, if TransactionDerivative Expiration Code Securities (Month)		Expiration Dat (Month/Day/Y	ation Date U		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 50	05/03/2011		M	56,984	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	56,984	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRIDGMAN PETER A 700 ANDERSON HILL ROAD PURCHASE, NY 10577

SVP and Controller

Signatures

/s/ Peter A.
Bridgman
05/05/2011

**Signature of Date
Reporting Person

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).
- The shares with respect to this transaction were sold at prices ranging from \$69.25 and \$69.3647. Upon request, PepsiCo, Inc. will
- (1) provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan as of May 3, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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