

Khan Mehmood
 Form 3
 November 19, 2010

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	
Khan Mehmood		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	11/12/2010	
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, NY 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
			CEO Global Nutrition & CSO	

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	65,988.06 ⁽¹⁾	D	^
PepsiCo, Inc. Common Stock	70.1211 ⁽²⁾	I	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: Khan Mehmood - 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)	02/01/2011	01/31/2018	PepsiCo, Inc. Common Stock	30,137	\$ 68.75	D	Â
Employee Stock Option (right to buy)	02/01/2012	01/31/2019	PepsiCo, Inc. Common Stock	63,396	\$ 53	D	Â
Employee Stock Option (right to buy)	04/12/2013	04/11/2020	PepsiCo, Inc. Common Stock	50,526	\$ 66.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khan Mehmood 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â CEO Global Nutrition & CSO	Â

Signatures

/s/ Mehmood Khan
11/19/2010

__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) 29,091 restricted stock units (RSUs) granted as a portion of his compensation. RSUs are calculated on a 1 unit:1 share basis. These RSUs vest on 2/1/2011. Vesting of all RSUs is contingent upon the reporting person's continued employment with the company; 2) 35,962 performance-based stock units (PSUs) granted as a portion of his compensation. These PSUs vest on various dates
- (1) between 2/1/2011 and 4/12/2013 contingent upon the achievement of pre-established performance targets over a 2 or 3-yr performance period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0%-100% of the PSUs granted for PSUs vesting on 2/1/2011 or 2/1/2012, and 0%-125% for PSUs vesting 4/12/2013, depending on the performance level achieved; and 3) 935.06 shares held in the PepsiCo Stock Purchase Program.
 - (2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of November 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.

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.