

Greco Thomas  
Form 3  
September 23, 2011

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Greco Thomas		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	09/14/2011	
PEPSICO, INC., Â 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 NY Â 10577		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) President, FLNA		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**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	67,837 <sup>(1)</sup> <sup>(2)</sup>	D	Â
PepsiCo, Inc. Common Stock	478.8086 <sup>(3)</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)

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**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	1,373	\$ 50	D	Â
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	1,727	\$ 39.75	D	Â
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	438	\$ 47.25	D	Â
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	48,757	\$ 53.75	D	Â
Employee Stock Option (right to buy)	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	45,577	\$ 57.5	D	Â
Employee Stock Option (right to buy)	02/01/2010	01/31/2017	PepsiCo, Inc. Common Stock	20,318	\$ 65	D	Â
Employee Stock Option (right to buy)	02/01/2011	01/31/2018	PepsiCo, Inc. Common Stock	37,969	\$ 68.75	D	Â
Employee Stock Option (right to buy)	02/01/2012	01/31/2019	PepsiCo, Inc. Common Stock	49,448	\$ 53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greco Thomas PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â President, FLNA	Â

## Signatures

/s/ Cynthia A. Nastanski,  
Atty-in-Fact

09/23/2011

\_\_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).

(1) This number includes 50,603 restricted stock units ("RSUs") granted to the reporting person as a portion of his annual executive compensation prior to becoming a reporting person at PepsiCo, Inc. RSUs are calculated on a one unit for one share basis. These RSUs vest at various dates through September 23, 2015. Vesting of all RSUs is contingent upon the reporting person's continued employment with the company.

(2) This number also includes 6,767 performance-based restricted stock units ("PSUs") granted to the reporting person as a portion of his annual executive compensation prior to becoming a reporting person at PepsiCo, Inc. A portion of these PSUs will become vested on April 12, 2013 and a portion will become vested on March 1, 2014, each 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.

(3) Reflects number of shares held under the reporting person's account in the PepsiCo Savings Plan as of September 14, 2011.

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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