

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

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)
<u>PepsiCo, Inc. Common Stock</u>	<u>48,122⁽¹⁾</u>	<u>D</u>	
<u>PepsiCo, Inc. Common Stock</u>	<u>160.1254⁽²⁾</u>	<u>I</u>	<u>By 401(k)</u>

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2008</u>	<u>01/31/2015</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>43,150</u>	<u>53.75</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2007</u>	<u>01/31/2014</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>23,116</u>	<u>49.75</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2009</u>	<u>01/31/2016</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>60,670</u>	<u>57.5</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2010</u>	<u>01/31/2017</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>53,669</u>	<u>65</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2011</u>	<u>01/31/2018</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>50,742</u>	<u>68.75</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2012</u>	<u>01/31/2019</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>63,774</u>	<u>53</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>04/12/2013</u>	<u>04/11/2020</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>50,827</u>	<u>66.5</u>	<u>D</u>

Explanation of Responses:

1. 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. 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.

Remarks:

/s/ Larry D. Thompson08/03/2012

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each of the undersigned that is an officer or director, or both, of PepsiCo, also hereby constitutes and appoints each of Kelly M. Tullier and Cynthia A. Nastanski, and each of them severally, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer, or both, of PepsiCo, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is PepsiCo assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney, insofar as it relates to the undersigned's obligations to file Forms 3, 4 and 5, shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by PepsiCo, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * *

Each of the undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has executed this instrument on the date indicated opposite his or her name.

Signed and Acknowledged:
/s/ Larry D. Thompson July 30, 2012
Larry D. Thompson
Executive Vice President, Government Affairs,
General Counsel and Corporate Secretary

STATE OF NEW YORK
)
) s.:
)

COUNTY OF WESTCHESTER

On the 30th day of July in the year 2012 before me, the undersigned, a Notary Public in and for said State, personally appeared Larry D. Thompson, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.
/s/ Kimberly K. Brackman
Notary Public