

HUNT RAY L
Form 4
October 18, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
HUNT RAY L

(Last) (First) (Middle)

HUNT CONSOLIDATED,
INC., 1900 NORTH AKARD
STREET

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEPSICO INC [PEP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| PepsiCo, Inc. Common Stock | 10/14/2010 | | M | | 11,224 | A | \$ 49 | 109,095.74 | D | |
| PepsiCo, Inc. Common Stock | 10/14/2010 | | M | | 14,667 | A | \$ 37.5 | 123,762.74 | D | |
| PepsiCo, Inc. Common Stock | 10/14/2010 | | M | | 6,452 | A | \$ 46.5 | 130,214.74 | D | |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|--------------------------|------------|---|
| Stock | | | | | | | |
| PepsiCo, Inc. Common Stock | 10/14/2010 | M | 6,030 | A | \$ 49.75 | 136,244.74 | D |
| PepsiCo, Inc. Common Stock | 10/14/2010 | M | 3,524 | A | \$ 56.75 | 139,768.74 | D |
| PepsiCo, Inc. Common Stock | 10/14/2010 | M | 3,064 | A | \$ 65.25 | 142,832.74 | D |
| PepsiCo, Inc. Common Stock | 10/14/2010 | S | 31,520 | D | \$ <u>(1)</u> 66.6755 | 111,312.74 | D |

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

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(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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 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) | \$ 49 | 10/14/2010 | | M | 11,224 | 10/01/2001 09/30/2011 | PepsiCo, Inc. Common Stock 11,224 |
| Employee Stock Option (right to buy) | \$ 37.5 | 10/14/2010 | | M | 14,667 | 10/01/2002 09/30/2012 | PepsiCo, Inc. Common Stock 14,667 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------------|------------|----------------------------|-------|
| Employee Stock Option (right to buy) | \$ 46.5 | 10/14/2010 | M | 6,452 | 10/01/2006 | 09/30/2013 | PepsiCo, Inc. Common Stock | 6,452 |
| Employee Stock Option (right to buy) | \$ 49.75 | 10/14/2010 | M | 6,030 | 10/01/2007 | 09/30/2014 | PepsiCo, Inc. Common Stock | 6,030 |
| Employee Stock Option (right to buy) | \$ 56.75 | 10/14/2010 | M | 3,524 | 10/01/2008 | 09/30/2015 | PepsiCo, Inc. Common Stock | 3,524 |
| Employee Stock Option (right to buy) | \$ 65.25 | 10/14/2010 | M | 3,064 | 10/01/2009 | 09/30/2016 | PepsiCo, Inc. Common Stock | 3,064 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNT RAY L HUNT CONSOLIDATED, INC. 1900 NORTH AKARD STREET DALLAS, TX 75201 | X | | | |

Signatures

/s/ Thomas H. Tamoney, Jr.,
Atty-in-Fact

10/18/2010

**Signature of Reporting Person

Date

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).

(1) The shares with respect to this transaction were sold at prices ranging from \$66.63 and \$66.7002 to cover option costs and broker commissions. The net shares continue to be held in furtherance of PepsiCo's Sock Ownership Guidelines. Upon request, PepsiCo, Inc. will 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.

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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