#### TROTTER LLOYD G

Form 4

October 05, 2009

# FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TROTTER LLOYD G

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

PEPSICO INC [PEP] 3. Date of Earliest Transaction

(Check all applicable)

**GENNX360 CAPITAL** PARTNERS, 41 WOODFORD

**AVENUE** 

(Last)

(Month/Day/Year)

4. If Amendment, Date Original

10/01/2009

Filed(Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PLAINVILLE, CT 06062

						_			
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Se	curiti	es Acqui	red, Disposed of,	or Beneficiall	y 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 our Disposed (Instr. 3, 4 a	of (D)		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	09/30/2009		A	200.98	A	<u>(1)</u>	7,464.63	D	
PepsiCo, Inc. Common Stock	10/01/2009		A	2,565.86 (2)	A	\$ 0	10,030.49	D	
PepsiCo, Inc. Common	10/01/2009		A	1,710.57 (3)	A	\$ 58.46	11,741.06	D	

Stock

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

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
TROTTER LLOYD G GENNX360 CAPITAL PARTNERS 41 WOODFORD AVENUE PLAINVILLE, CT 06062	X						

# **Signatures**

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

\*\*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).
- This number represents the phantom stock units acquired at various dates between October 1, 2008 and September 30, 2009 through (1) reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from \$51.48 to \$58.66, payable in shares of PepsiCo Common Stock on a one-for-one basis.
- (2) This number represents the filing person's phantom stock units received for service as a director that are payable in shares of PepsiCo Common Stock on a one-for-one basis commencing on the first day of the calendar quarter following the first anniversary of the filing

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person's retirement or resignation from PepsiCo's Board of Directors.

This number represents the annual cash retainer, or portion thereof, that the filing person elected to defer under the PepsiCo Director (3) Deferral Program that is payable in shares of PepsiCo Common Stock commencing in January of the year following the filing person's retirement or resignation from PepsiCo's Board of Directors.

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.