

Abdul-Latif Saad  
 Form 3  
 December 10, 2009

**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 *<br>Â Abdul-Latif Saad<br>(Last) (First) (Middle)<br><br>700 ANDERSON HILL ROAD<br>(Street)<br><br>PURCHASE, Â NY Â 10577<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>11/30/2009 | 3. Issuer Name and Ticker or Trading Symbol<br>PEPSICO INC [PEP] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>CEO PepsiCo AMEA | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| PepsiCo, Inc. Common Stock         | 73,897 <sup>(1)</sup>                                    | D   | Â  |
| PepsiCo, Inc. Common Stock         | 8,241 <sup>(2)</sup>                                     | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date<br>Exercisable | Expiration<br>Date | Title                               | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|---|---------------------|--------------------|-------------------------------------|----------------------------------|----------|--|---|
| Employee Stock Option<br>(right to buy) | 02/01/2001          | 01/31/2011         | PepsiCo,<br>Inc.<br>Common<br>Stock | 20,786                           | \$ 43.5  | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2002          | 01/31/2012         | PepsiCo,<br>Inc.<br>Common<br>Stock | 17,719                           | \$ 50    | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2004          | 01/31/2011         | PepsiCo,<br>Inc.<br>Common<br>Stock | 58,389                           | \$ 43.5  | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2005          | 01/31/2012         | PepsiCo,<br>Inc.<br>Common<br>Stock | 57,327                           | \$ 50    | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2006          | 01/31/2013         | PepsiCo,<br>Inc.<br>Common<br>Stock | 75,465                           | \$ 39.75 | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2007          | 01/31/2014         | PepsiCo,<br>Inc.<br>Common<br>Stock | 55,464                           | \$ 47.25 | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2008          | 01/31/2015         | PepsiCo,<br>Inc.<br>Common<br>Stock | 385                              | \$ 53.75 | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2009          | 01/31/2016         | PepsiCo,<br>Inc.<br>Common<br>Stock | 360                              | \$ 57.5  | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2012          | 01/31/2019         | PepsiCo,<br>Inc.<br>Common<br>Stock | 69,070                           | \$ 53    | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2010          | 01/31/2017         | PepsiCo,<br>Inc.<br>Common<br>Stock | 318                              | \$ 65    | D  | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2011          | 01/31/2018         | PepsiCo,<br>Inc.                    | 301                              | \$ 68.75 | D  | Â |

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Abdul-Latif Saad<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 | Â             | Â         | Â CEO PepsiCo AMEA | Â     |

## Signatures

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

12/10/2009

\_\_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 reflects restricted stock units granted to the reporting person as a portion of his compensation for serving as an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. These restricted stock units vest at various dates between February 1, 2010 and November 16, 2013. Vesting of all restricted stock units is contingent upon the reporting person's continued employment with the company.
- (1)
  - (2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of November 30, 2009.

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.