Edgar Filing: Cornell Brian C - Form 4/A

Cornell Brian Form 4/A April 24, 201											
FORN	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or Security 30(h) of the Investment Company Act of 1940						ge Act of 1934, f 1935 or Sectio	January 31 Expires: 200 Estimated average burden hours per response 0.4				
(Print or Type F	Responses)										
Cornell Brian C Symbol			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/liddle)	3. Date of Earliest Transaction (Check				ck all applicable	all applicable)			
700 ANDE	RSON HILL ROA	٨D	(Month/Da 04/16/20	-				Director XOfficer (giv below) CEO, Pep		6 Owner er (specify Foods	
			ndment, Date Original th/Day/Year) 012				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
								Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date (Instr. 3) any		n Date, if	CodeDisposed of (D)) (Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
PepsiCo,				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Inc. Common Stock	04/16/2012			D	1,303 (1)	D	\$ 0	110,410	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Cornell Brian C 700 ANDERSON HILL ROAD PURCHASE, NY 10577			CEO, PepsiCo Americas Foods					
Signatures								
/s/ Cynthia A. Nastanski,		04/24/2012						

Atty-in-Fact

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) This number represents Restricted Stock Units that were over-reported due to administrative error on the Form 4 filed by the reporting person on April 4, 2012.

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.