

PEPSICO INC
Form 8-K
November 30, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 30, 2009

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

1-1183

13-1584302

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

700 Anderson Hill Road, Purchase, New York

10577

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-253-2000

N/A

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed, on September 19, 2009 Michael D. White, Vice Chairman and Director of PepsiCo, Inc. ("PepsiCo") and Chief Executive Officer of PepsiCo International, notified PepsiCo of his decision to retire from PepsiCo. Mr. White's retirement is effective November 30, 2009.

Saad Abdul-Latif has been appointed to the role of Chief Executive Officer of PepsiCo Asia, Middle East and Africa (AMEA). Mr. Abdul-Latif, 56, began his career with PepsiCo in 1982 where he has held a wide range of international roles in PepsiCo's food and beverage businesses. In 1998, he was appointed General Manager for PepsiCo's beverage business in the MENAPAK Business Unit. In 2001, his region was expanded to include Africa and Central Asia. In 2004, the snacks business in his region was included under his leadership, forming the consolidated Middle East and Africa (MEA) Region. In September 2008, his responsibilities were extended to Asia, forming the new AMEA Division of PepsiCo International where he acted as President of AMEA.

Zein Abdalla has been appointed to the role of Chief Executive Officer of PepsiCo Europe. Mr. Abdalla, 51, joined PepsiCo in 1995 and since that time has held a variety of senior positions. He has served as General Manager of Tropicana Europe and Franchise Vice President for Pakistan and the Gulf region. From 2005 to 2008 he led PepsiCo's continental Europe operations. In September 2008 he went on to lead the complete portfolio of PepsiCo business in Europe. Prior to joining PepsiCo Mr. Abdalla worked for Mars Incorporated in engineering and manufacturing roles.;

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 Beneficial Ownership
(Instr. 4) Code V Amount(A) or (D) Price Common Stock 01/05/2010 M 4,000 A \$ 20.895 585,010 D Common Stock 01/05/2010 M 6,666 A \$ 19.8 591,676 D Common Stock 01/05/2010 M 8,000 A \$ 24.54 599,676 D Common Stock 01/05/2010 M 9,029 A \$ 27.69 608,705 D Common Stock 01/05/2010 M 1,334 A \$ 11.955 610,039 D Common Stock 01/05/2010 M 9,351 A \$ 27.54 619,390 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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.955	01/05/2010		M	1,334	(1) 05/31/2011	Common Stock	1,334
	\$ 19.8	01/05/2010		M	6,666	(1) 05/21/2013		6,666

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.895	01/05/2010	M	4,000	<u>(1)</u>	05/23/2012	Common Stock	4,000	
Non-Qualified Stock Option (right to buy)	\$ 24.54	01/05/2010	M	8,000	<u>(1)</u>	05/20/2014	Common Stock	8,000	
Non-Qualified Stock Option (right to buy)	\$ 27.54	01/05/2010	M	9,351	<u>(1)</u>	05/18/2016	Common Stock	9,351	
Non-Qualified Stock Option (right to buy)	\$ 27.69	01/05/2010	M	9,029	<u>(1)</u>	05/19/2015	Common Stock	9,029	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEILER DONALD H 4440 ROSEWOOD DR. BUILDING 4 PLEASANTON, CA 94588	X			

Signatures

/s/Donald Seiler 01/07/2010

**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).

Grant to reporting person of an option which begins vesting six months from grant date ('Initial Vest Date'). On Initial Vest Date, grant (1) vests and becomes exercisable as to 1/6 of shares granted and then vests and becomes exercisable as to 1/36 of shares granted per month thereafter.

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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