

PEPSICO INC

Form 4

August 09, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDSON DAWN E

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres & CEO, PCNA

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
PepsiCo, Inc. Common Stock	08/08/2005		M	48,903 A	\$ 36.5 76,045	D	
PepsiCo, Inc. Common Stock	08/08/2005		S	3,003 D	\$ 54.18 73,042	D	
PepsiCo, Inc. Common Stock	08/08/2005		S	900 D	\$ 54.16 72,142	D	

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PepsiCo, Inc. Common Stock	08/08/2005	S	2,600	D	\$ 54.15	69,542	D
PepsiCo, Inc. Common Stock	08/08/2005	S	3,000	D	\$ 54.14	66,542	D
PepsiCo, Inc. Common Stock	08/08/2005	S	2,600	D	\$ 54.13	63,942	D
PepsiCo, Inc. Common Stock	08/08/2005	S	1,800	D	\$ 54.12	62,142	D
PepsiCo, Inc. Common Stock	08/08/2005	S	5,300	D	\$ 54.11	56,842	D
PepsiCo, Inc. Common Stock	08/08/2005	S	8,900	D	\$ 54.1	47,942	D
PepsiCo, Inc. Common Stock	08/08/2005	S	1,700	D	\$ 54.09	46,242	D
PepsiCo, Inc. Common Stock	08/08/2005	S	2,100	D	\$ 54.08	44,142	D
PepsiCo, Inc. Common Stock	08/08/2005	S	5,200	D	\$ 54.07	38,942	D
PepsiCo, Inc. Common Stock	08/08/2005	S	3,000	D	\$ 54.06	35,942	D
PepsiCo, Inc. Common Stock	08/08/2005	S	3,400	D	\$ 54.05	32,542	D
	08/08/2005	S	5,400	D		27,142 ⁽¹⁾	D

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PepsiCo, Inc. Common Stock	\$ 54.03			
PepsiCo, Inc. Common Stock	4,635	I		By Trust

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)	\$ 36.5	08/08/2005		S		48,903		02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	48,903

Reporting Owners

Reporting Owner Name / Address	Relationships
HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Director 10% Owner Officer Other
	Pres & CEO, PCNA

Signatures

/s/ Dawn E.
Hudson

08/09/2005

**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 reflects the number of restricted stock units granted to the reporting person as a portion of her compensation for serving as
- (1) an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect these restricted stock units is contingent upon the achievement of pre-established performance targets.
- (2) There is no price for this derivative security.

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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