

PEPSICO INC  
Form 4  
August 09, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres & CEO, PCNA

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
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 <sup>(1)</sup>	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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**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
	Director 10% Owner Officer Other
HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577	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 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.

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