

Compton John C  
Form 3  
April 08, 2005

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Compton John C		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	03/30/2005	
700 ANDERSON HILL ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PURCHASE,Â NYÂ 10577			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			Pres & CEO of QTG	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	33,267 <sup>(1)</sup>	D	Â
PepsiCo, Inc. Common Stock	4,940	I	by 401(k)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	07/01/2001	06/30/2006	PepsiCo, Inc. Common Stock	677	\$ 32.98	D	Â
Employee Stock Option (right to buy)	02/01/2000	01/25/2006	PepsiCo, Inc. Common Stock	6,844	\$ 36.53	D	Â
Employee Stock Option (right to buy)	02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	40,949	\$ 36.5	D	Â
Employee Stock Option (right to buy)	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	43,482	\$ 38.5	D	Â
Employee Stock Option (right to buy)	07/29/2004	07/28/2009	PepsiCo, Inc. Common Stock	150,000	\$ 39.5	D	Â
Employee Stock Option (right to buy)	07/29/2009	07/28/2014	PepsiCo, Inc. Common Stock	150,000	\$ 39.5	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	124,296	\$ 32.25	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	60,041	\$ 34	D	Â
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	82,185	\$ 43.5	D	Â
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	76,100	\$ 50	D	Â
Employee Stock Option (right to buy)	07/18/2007	07/17/2012	PepsiCo, Inc.	150,000	\$ 41.5	D	Â

			Common Stock				
Employee Stock Option (right to buy)	07/18/2012	07/17/2017	PepsiCo, Inc. Common Stock	150,000	\$ 41.5	D	Â
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	108,590	\$ 39.75	D	Â
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	42,629	\$ 47.25	D	Â
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	47,799	\$ 53.75	D	Â
Phantom Stock Units	Â (2)	Â (3)	PepsiCo, Inc. Common Stock	22,345	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Compton John C 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â Pres & CEO of QTG	Â

## Signatures

John C.  
Compton

04/08/2005

\*\*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 includes 22,267 restricted stock units granted to the reporting person as a portion of his compensation for serving as an
- (1) officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect to these restricted stock units is contingent upon the achievement of pre-established performance targets.
  - (2) These phantom stock units are exercisable immediately.
  - (3) The phantom stock units are to be settled upon the earlier of 2012, termination or retirement, pursuant to the reporting person's election.

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- (4) These phantom stock units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.

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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