

PEPSICO INC
Form 3
July 05, 2006

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 and Ticker or Trading Symbol	
Â Carey Albert P		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	06/26/2006	
PEPSICO, INC.,Â 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)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			President and CEO Frito-Lay	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	73,022 ⁽¹⁾	D	Â
PepsiCo, Inc. Common Stock	80	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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/01/2001	01/31/2011	PepsiCo, Inc. Common Stock	29,648	\$ 43.5	D	Â
Employee Stock Option (right to buy)	02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	64,183	\$ 36.5	D	Â
Employee Stock Option (right to buy)	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	65,070	\$ 38.5	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	169,724	\$ 32.25	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	88,489	\$ 34	D	Â
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	111,398	\$ 43.5	D	Â
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	91,110	\$ 50	D	Â
Employee Stock Option (right to buy)	07/18/2005	07/17/2012	PepsiCo, Inc. Common Stock	100,000	\$ 41.5	D	Â
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	128,763	\$ 39.75	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2013	PepsiCo, Inc. Common Stock	39,499	\$ 39.75	D	Â
	07/18/2009	07/17/2012		100,000	\$ 41.5	D	Â

Employee Stock Option (right to buy)			PepsiCo, Inc. Common Stock				
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	54,466	\$ 47.25	D	Â
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	46,065	\$ 53.75	D	Â
Employee Stock Option (right to buy)	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	44,757	\$ 57.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey Albert P PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â President and CEO Frito-Lay	Â

Signatures

/s/ Albert P.
Carey

06/30/2006

**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 69,960 restricted stock units granted to the reporting person as a portion of his 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 to 35,772 (1) restricted stock units is contingent upon the achievement of pre-established performance targets and board approval. Of the remaining 34,188 restricted stock units 50% vest on November 18, 2008 and 50% vest on November 18, 2010. These restricted stock units are not subject to the achievement of performance criteria.

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.