

PEPSICO INC
Form 4
May 08, 2007

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 *
Maniscalco Charles

(Last) (First) (Middle)

PEPSICO, INC., 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)
05/04/2007

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)

President and CEO of QTG

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 Ownership Indirect Beneficial (Instr. 4)
PepsiCo, Inc. Common Stock	05/04/2007		M	34,151 A	\$ 44.5 113,003	D	
PepsiCo, Inc. Common Stock	05/04/2007		S	34,151 D	(1) 78,852	D	
PepsiCo, Inc. Common Stock	05/04/2007		M	1,336 A	\$ 44.5 80,188	D	

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PepsiCo, Inc. Common Stock	05/04/2007	S	1,336	D	\$ 67.31	78,852	D	
PepsiCo, Inc. Common Stock	05/04/2007	M	2,048	A	\$ 50	80,900	D	
PepsiCo, Inc. Common Stock	05/04/2007	S	2,048	D	<u>(2)</u>	78,852	D	
PepsiCo, Inc. Common Stock						23,684 ⁽³⁾	I	by 401(k)

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

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SEC 1474
(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 44.5	05/04/2007		M	34,151	08/03/2002 08/02/2011	PepsiCo, Inc. Common Stock	34,151
Employee Stock Option (right to buy)	\$ 44.5	05/04/2007		M	1,336	02/01/2004 01/31/2011	PepsiCo, Inc. Common Stock	1,336
	\$ 50	05/04/2007		M	2,048	02/01/2005 01/31/2012		2,048

Employee
Stock
Option
(right to
buy)

PepsiCo,
Inc.
Common
Stock

PepsiCo,
Inc.
Convertible (4)
Preferred
Stock

(4)

(4)

PepsiCo,
Inc.
Common
Stock

0 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maniscalco Charles PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577			President and CEO of QTG	

Signatures

/s/ Thomas H. Tamoney, Jr.,
Atty-in-Fact

05/07/2007

**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).

(1) The shares with respect to this transaction were sold at prices ranging from \$67.23 to \$67.36.

(2) The shares with respect to this transaction were sold at prices ranging from \$67.29 to \$67.32.

(3) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 05/04/2007.

(4) PepsiCo convertible preferred stock was issued solely in connection with an employee stock ownership plan (ESOP) established by The Quaker Oats Company and these preferred shares are redeemable for common stock by the former ESOP participants. Each share of preferred stock is convertible at any time at the option of the holder into 4.9625 shares of PepsiCo common stock and has no expiration date. All shares of preferred stock are held under the reporting person's account in the PepsiCo 401(k) Plan as of May 4, 2007.

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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