

BRU ABELARDO E
Form 4
October 14, 2004

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRU ABELARDO E

(Last) (First) (Middle)

7701 LEGACY DRIVE
LEGACY DRIVE

(Street)

PLANO, TX 75266

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2004

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)
Vice Chairman

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 (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 Indirect Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock	10/13/2004		M	40,000 A	\$ 27.38	57,492	D
PepsiCo, Inc. Common Stock	10/13/2004		S	40,000 D	\$ 48.25	17,492	D
PepsiCo, Inc. Common Stock	10/13/2004		M	6,700 A	\$ 26.42	24,192	D

Edgar Filing: BRU ABELARDO E - Form 4

PepsiCo, Inc. Common Stock	10/13/2004	S	6,700	D	\$ 48.25	17,492	D	
PepsiCo, Inc. Common Stock	10/13/2004	M	400	A	\$ 26.42	17,892	D	
PepsiCo, Inc. Common Stock	10/13/2004	S	400	D	\$ 48.26	17,492	D	
PepsiCo, Inc. Common Stock	10/13/2004	M	5,205	A	\$ 26.42	22,697	D	
PepsiCo, Inc. Common Stock	10/13/2004	S	5,205	D	\$ 48.27	17,492	D	
PepsiCo, Inc. Common Stock						4,978 ⁽¹⁾	I	By 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.38	10/13/2004		M		40,000		02/01/2000	01/25/2006	PepsiCo, Inc. Common	40,000

(right to
buy)

Stock

Employee
Stock

Option \$ 26.42 10/13/2004

M

12,305 02/01/2000 01/25/2006

PepsiCo,
Inc.
Common
Stock

12,305

(right to
buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRU ABELARDO E
7701 LEGACY DRIVE7701 LEGACY DRIVE
PLANO, TX 75266

Vice Chairman

Signatures

Abelardo E. Bru 10/14/2004

__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) Reflects the number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 10/12/2004.

(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.

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.