

PEPSICO INC

Form 4

August 09, 2005

**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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2005  
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(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Pres &amp; CEO, PCNA

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	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.

**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 (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
HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Director 10% Owner Officer Other  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

(1) 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.

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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