

PEPSICO INC  
Form 4  
October 03, 2006

**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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TRUDELL CYNTHIA**

(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)  
**10/01/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
				(A) or (D)			
			Code	V	Amount		Price
PepsiCo, Inc. Common Stock	10/01/2006		A		766 <sup>(1)</sup>	A	\$ 0 4,768 D
PepsiCo, Inc. Common Stock	10/01/2006		F		192 <sup>(2)</sup>	D	\$ 65.25 4,576 D

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Number of Shares
Employee Stock Option (right to buy)	\$ 65.25	10/01/2006		A		3,064		10/01/2009	09/30/2016	PepsiCo, Inc. Common Stock	3,064
Phantom Stock Units	(4)	09/29/2006		A		178.86		(5)	(5)	PepsiCo, Inc. Common Stock	178.86
Phantom Stock Units	(4)	10/02/2006		A		1,554.48		(5)	(5)	PepsiCo, Inc. Common Stock	1,554.48

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TRUDELL CYNTHIA PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	X

## Signatures

/s/ Thomas H. Tamoney, Jr.,  
Atty-in-Fact  
10/03/2006

\*\*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)

## Edgar Filing: PEPSICO INC - Form 4

This number reflects shares of PepsiCo Common Stock granted to the reporting person as a portion of her compensation for serving as a director of PepsiCo, Inc. These shares must be beneficially held by the reporting person until she leaves the Board, except for withholding of shares to pay taxes related to the grant.

- (2) This number reflects shares of PepsiCo Common Stock withheld by PepsiCo, Inc. to pay withholding taxes related to the grant.
- (3) There is no price for this derivative security.
- (4) These phantom units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.
- (5) This security is payable upon the end of the reporting person's tenure on the Board of Directors.
- (6) Acquired on various dates between October 2, 2005 and September 29, 2006 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$57.79 to \$65.26.

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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