

PEPSICO INC

Form 4

November 06, 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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carey Albert P

(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)

11/02/2006

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 \_\_\_\_ Other (specify  
below) below)

President and CEO Frito-Lay

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 Indirect Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock	11/02/2006		M	29,648 A	\$ 43.5 102,670	D	
PepsiCo, Inc. Common Stock	11/02/2006		S	20,100 D	\$ 63.17 82,570	D	
PepsiCo, Inc. Common Stock	11/02/2006		S	2,300 D	\$ 63.15 80,270	D	

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PepsiCo, Inc. Common Stock	11/02/2006	S	2,100	D	\$ 63.16	78,170	D
PepsiCo, Inc. Common Stock	11/02/2006	M	60,796	A	\$ 36.5	138,966	D
PepsiCo, Inc. Common Stock	11/02/2006	S	400	D	\$ 63.39	138,566	D
PepsiCo, Inc. Common Stock	11/02/2006	S	100	D	\$ 63.38	138,466	D
PepsiCo, Inc. Common Stock	11/02/2006	S	1,300	D	\$ 63.37	137,166	D
PepsiCo, Inc. Common Stock	11/02/2006	S	200	D	\$ 63.36	136,966	D
PepsiCo, Inc. Common Stock	11/02/2006	S	600	D	\$ 63.35	136,366	D
PepsiCo, Inc. Common Stock	11/02/2006	S	7,600	D	\$ 63.34	128,766	D
PepsiCo, Inc. Common Stock	11/02/2006	S	4,000	D	\$ 63.33	124,766	D
PepsiCo, Inc. Common Stock	11/02/2006	S	23,500	D	\$ 63.32	101,266	D
PepsiCo, Inc. Common Stock	11/02/2006	S	23,096	D	\$ 63.31	78,170	D
	11/02/2006	M	62,649	A	\$ 38.5	140,819	D

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PepsiCo, Inc. Common Stock								
PepsiCo, Inc. Common Stock	11/02/2006	S	4,304	D	\$ 63.31	136,515	D	
PepsiCo, Inc. Common Stock	11/02/2006	S	44,600	D	\$ 63.3	91,915	D	
PepsiCo, Inc. Common Stock	11/02/2006	S	7,045	D	\$ 63.29	84,870	D	
PepsiCo, Inc. Common Stock	11/02/2006	S	3,800	D	\$ 63.28	81,070	D	
PepsiCo, Inc. Common Stock	11/02/2006	S	1,600	D	\$ 63.27	79,470	D	
PepsiCo, Inc. Common Stock	11/02/2006	S	1,300	D	\$ 63.24	78,170	D	
PepsiCo, Inc. Common Stock						80 <sup>(1)</sup>	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,  
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)							PepsiCo, Inc. Common Stock	29,648
			\$ 43.5	11/02/2006	M	29,648	02/01/2001 01/31/2011	
Employee Stock Option (right to buy)							PepsiCo, Inc. Common Stock	60,796
			\$ 36.5	11/02/2006	M	60,796	02/01/2001 01/31/2008	
Employee Stock Option (right to buy)							PepsiCo, Inc. Common Stock	62,649
			\$ 38.5	11/02/2006	M	62,649	02/01/2002 01/31/2009	

## Reporting Owners

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

## Signatures

/s/ Albert P.  
Carey

11/06/2006

\*\*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) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of November 2, 2006.

(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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