

PEPSICO INC
Form 4
February 13, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
02/11/2008

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)

President of PepsiCo Chicago

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| PepsiCo, Inc. Common Stock | 02/11/2008 | | S | | 250 | D | \$ 69.73 81,221 D |
| PepsiCo, Inc. Common Stock | 02/11/2008 | | S | | 1,650 | D | \$ 69.74 79,571 D |
| PepsiCo, Inc. Common Stock | 02/11/2008 | | S | | 12,409 | D | \$ 69.75 67,162 D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|----------|--------------------------|---|-----------|
| PepsiCo, Inc. Common Stock | 02/11/2008 | S | 500 | D | \$ 69.76 | 66,662 | D | |
| PepsiCo, Inc. Common Stock | 02/11/2008 | S | 2,100 | D | \$ 69.77 | 64,562 | D | |
| PepsiCo, Inc. Common Stock | | | | | | 24,045.96 ⁽¹⁾ | I | by 401(k) |

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

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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) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| PepsiCo, Inc. Convertible Preferred Stock | (2) | | | | | (2) | (2) | PepsiCo, Inc. Common Stock | 0 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | President of PepsiCo Chicago |

Maniscalco Charles
PEPSICO, INC.
700 ANDERSON HILL ROAD
PURCHASE, NY 10577

Signatures

/s/ Charles

Maniscalco

02/12/2008

__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 02/01/2008.

PepsiCo convertible preferred stock was issued solely in connection with an employee stock ownership plan (ESOP) established by The

(2) 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 February 1, 2008.

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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