PEPSICO INC Form 4

February 14, 2007

# FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

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 \* **HUDSON DAWN E** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Symbol

PEPSICO INC [PEP]

(Check all applicable)

(First) 700 ANDERSON HILL ROAD

(Street)

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

Director 10% Owner

02/12/2007

X\_ Officer (give title \_ Other (specify below)

(Middle)

Pres & CEO, PCNA

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PURCHASE, NY 10577

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Panci Co			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
PepsiCo, Inc. Common Stock	02/12/2007		F(1)	6,327	D	\$ 63.78	130,488	D	
PepsiCo, Inc. Common Stock	02/12/2007		M	82,400	A	\$ 39.75	212,888	D	
PepsiCo, Inc. Common Stock	02/12/2007		M	6,980	A	\$ 34	219,868	D	

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PepsiCo, Inc. Common Stock	02/12/2007	M	11,444	A	\$ 38.5	231,312	D	
PepsiCo, Inc. Common Stock	02/12/2007	S	100,824	D	(2)	130,488	D	
PepsiCo, Inc. Common Stock						4,635	I	by Trust
PepsiCo, Inc. Common Stock						393.75 <u>(3)</u>	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 orDerivative 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)	\$ 38.5	02/12/2007		M		11,444	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	11,444
Employee Stock Option (right to buy)	\$ 34	02/12/2007		M		6,980	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	6,980
	\$ 39.75	02/12/2007		M		82,400	02/01/2006	01/31/2013		82,400

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Employee PepsiCo, Stock Inc.
Option Common (right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577

Pres & CEO, PCNA

## **Signatures**

/s/Thomas H. Tamoney
Attorney-in-fact
02/14/2006

\*\*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) Payment of tax liability due upon vesting of restricted stock units, by witholding securities.
- (2) The shares with respect to this transaction were sold at prices ranging from \$63.60 to \$63.99.
- (3) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/02/2007.

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