

PEPSICO INC
Form 4
February 14, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
02/12/2007

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)
Pres & CEO, PCNA

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| PepsiCo, Inc. Common Stock | 02/12/2007 | | F ⁽¹⁾ | | 6,327 | D | \$ 63.78 130,488 |
| PepsiCo, Inc. Common Stock | 02/12/2007 | | M | | 82,400 | A | \$ 39.75 212,888 |
| PepsiCo, Inc. Common Stock | 02/12/2007 | | M | | 6,980 | A | \$ 34 219,868 |

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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 (3) | I | By 401(k) |

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

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(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) | \$ 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 |

Employee
Stock
Option
(right to
buy)

PepsiCo,
Inc.
Common
Stock

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 |
| <u> </u> **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 withholding 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.

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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