

PEPSICO INC  
Form 4  
October 04, 2005

**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 \*  
TRUDELL CYNTHIA

(Last) (First) (Middle)

SEA RAY BOATS, 2600 SEA RAY BLVD

(Street)

KNOXVILLE, TN 37914

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PEPSICO INC [PEP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| PepsiCo, Inc. Common Stock      | 10/01/2005                           |  | A                              | 881 <sup>(1)</sup> A \$ 0   | 4,002   | D  |                                   |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
|   |   |   |   |   |  | Date<br>Exercisable  | Expiration<br>Date |   |                                     |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 56.75  | 10/01/2005                              |   | A                                       | 3,524  | 10/01/2008   | 09/30/2015         | PepsiCo,<br>Inc.<br>Common<br>Stock                                 | 3,524                               |
| Phantom<br>Stock<br>Units                           | <u>(3)</u>  | 09/30/2005 <sup>(4)</sup>               |   | A                                       | 140.41   | <u>(5)</u>   | <u>(5)</u>         | PepsiCo,<br>Inc.<br>Common<br>Stock                                 | 140.4                               |
| Phantom<br>Stock<br>Units                           | <u>(3)</u>  | 10/03/2005                              |   | A                                       | 1,769.6  | <u>(5)</u>   | <u>(5)</u>         | PepsiCo,<br>Inc.<br>Common<br>Stock                                 | 1,769.                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TRUDELL CYNTHIA<br>SEA RAY BOATS<br>2600 SEA RAY BLVD<br>KNOXVILLE, TN 37914 | X             |           |         |       |

## Signatures

/s/ Thomas H. Tamoney, Jr.,    10/04/2005  
 Atty-in-Fact

\*\*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).
- This number reflects restricted stock units granted to the reporting person as a portion of her compensation for serving as a director of
- (1) PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. These restricted stock units are subject to a three-year vesting period.
  - (2) There is no price for this derivative security.
  - (3)

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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.

- (4) Acquired on various dates between October 2, 2004 and September 30, 2005 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$53.03 to \$56.71.
- (5) This security is payable upon the end of the reporting person's tenure on the Board of Directors.

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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