

PEPSICO INC  
Form 4  
November 06, 2006

**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 \*  
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 below) \_\_\_ Other (specify 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 (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	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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(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)	\$ 43.5	11/02/2006	M			29,648	02/01/2001	01/31/2011	PepsiCo, Inc. Common Stock	29,648
Employee Stock Option (right to buy)	\$ 36.5	11/02/2006	M			60,796	02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	60,796
Employee Stock Option (right to buy)	\$ 38.5	11/02/2006	M			62,649	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	62,649

## 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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