

PEPSICO INC
Form 4
October 03, 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 *
THOMAS FRANKLIN A

(Last) (First) (Middle)

380 LEXINGTON AVENUE, 54TH FLOOR

(Street)

NEW YORK, NY 10168

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2006

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)
			Code	V	Amount (A) or (D) Price		
PepsiCo, Inc. Common Stock	10/01/2006		A		766 ⁽¹⁾ \$ 0	5,014	D
PepsiCo, Inc. Common Stock	10/01/2006		F		192 ⁽²⁾ \$ 65.25	4,822	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 65.25	10/01/2006		A	3,064	10/01/2009 09/30/2016		PepsiCo, Inc. Common Stock	3,064
Phantom Stock Units	(4)	09/29/2006		A	81.06	(5) (5)		PepsiCo, Inc. Common Stock	81.06
Phantom Stock Units	(4)	09/29/2006		A	90.86	(7) (7)		PepsiCo, Inc. Common Stock	90.86

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS FRANKLIN A 380 LEXINGTON AVENUE 54TH FLOOR NEW YORK, NY 10168	X			

Signatures

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

10/03/2006

**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).

- This number reflects shares of PepsiCo Common Stock granted to the reporting person as a portion of his compensation for serving as a director of PepsiCo, Inc. These shares must be beneficially held by the reporting person until he leaves the Board, except for withholding of shares to pay taxes related to the grant.
- (1) This number reflects shares of PepsiCo Common Stock granted to the reporting person as a portion of his compensation for serving as a director of PepsiCo, Inc. These shares must be beneficially held by the reporting person until he leaves the Board, except for withholding of shares to pay taxes related to the grant.
 - (2) This number reflects shares of PepsiCo Common Stock withheld by PepsiCo, Inc. to pay withholding taxes related to the grant.
 - (3) There is no price for this derivative security.
 - (4) 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.
 - (5) This security is payable in five equal annual installments beginning January 1, 2006.
 - (6) Acquired on various dates between January 4, 2006 and September 29, 2006 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$57.79 to \$65.26.
 - (7) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.