

PEPSICO INC
Form 4
October 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
MCKENNA MATTHEW M

(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)
10/15/2007

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)
SVP of Finance

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| PepsiCo, Inc. Common Stock | 10/15/2007 | | S | | 288 | D | \$ 71.31 |
| PepsiCo, Inc. Common Stock | 10/15/2007 | | S | | 10,700 | D | \$ 71.32 |
| PepsiCo, Inc. Common Stock | 10/15/2007 | | S | | 2,500 | D | \$ 71.33 |

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| | | | | | | | |
|-------------------------------------|------------|---|--------|---|-------------|--------|---|
| PepsiCo, Inc. Common Stock | 10/15/2007 | M | 25,051 | A | \$ 38.5 | 60,765 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | M | 14,170 | A | \$ 34 | 74,935 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | M | 7,956 | A | \$ 43.5 | 82,891 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 7,100 | D | \$ 71 | 75,791 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 4,400 | D | \$ 71.01 | 71,391 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 5,400 | D | \$ 71.02 | 65,991 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 1,500 | D | \$ 71.03 | 64,491 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 2,700 | D | \$ 71.04 | 61,791 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 2,400 | D | \$ 71.05 | 59,391 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 2,400 | D | \$ 71.06 | 56,991 | D |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 2,100 | D | \$ 71.07 | 54,891 | D |
| | 10/15/2007 | S | 1,200 | D | | 53,691 | D |

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| | | | | | | | | |
|----------------------------|------------|---|------------------------|---|----------|-------------------|---|-----------|
| PepsiCo, Inc. Common Stock | | | | | \$ 71.08 | | | |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 2,674 | D | \$ 71.09 | 51,017 | D | |
| PepsiCo, Inc. Common Stock | 10/15/2007 | S | 3,000 | D | \$ 71.1 | 48,017 | D | |
| PepsiCo, Inc. Common Stock | 10/16/2007 | I | 2,226.79 <u>(1)</u> | D | \$ 71.87 | 593.03 <u>(2)</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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(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 | 10/15/2007 | | M | 25,051 | 02/01/2002 01/31/2009 | PepsiCo, Inc. Common Stock 25,051 |
| Employee Stock Option (right to buy) | \$ 34 | 10/15/2007 | | M | 14,170 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock 14,170 |
| | \$ 43.5 | 10/15/2007 | | M | 7,956 | 02/01/2004 01/31/2011 | 7,956 |

Employee
 Stock
 Option
 (right to
 buy)

PepsiCo,
 Inc.
 Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKENNA MATTHEW M 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | | | SVP of Finance | |

Signatures

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

10/17/2007

**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 an intra-plan transfer under the PepsiCo 401(k) Plan out of the PepsiCo Common Stock Fund.
- (2) Reflects the number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of October 17, 2007, including 435.11 shares acquired under the PepsiCo 401(k) Plan since the date of the reporting person's last ownership report.

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.