PEPSICO INC
Form 3
September 25, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Maniscalco Charles
(Last) (First) (Middle)

PEPSICO, INC.,Â 700 ANDERSON HILL ROAD
(Street)

PURCHASE,Â NYÂ 10577
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/15/2006

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President and CEO of QTG

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	74,713 (1)	D	Â
PepsiCo, Inc. Common Stock	23,242 (2)	I	by 401(k)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	08/03/2002	08/02/2011	PepsiCo, Inc. Common Stock	34,151	$ 44.5	D	Â
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	1,336	$ 44.5	D	Â
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	66,048	$ 50	D	Â
Employee Stock Option (right to buy)	07/18/2005	07/17/2012	PepsiCo, Inc. Common Stock	75,000	$ 41.5	D	Â
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	86,095	$ 39.75	D	Â
Employee Stock Option (right to buy)	07/18/2007	07/17/2012	PepsiCo, Inc. Common Stock	150,000	$ 41.5	D	Â
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	27,951	$ 47.25	D	Â
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	24,571	$ 53.75	D	Â
Employee Stock Option (right to buy)	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	22,969	$ 57.5	D	Â
PepsiCo, Inc. Convertible Preferred Stock	Â (3)	Â (3)	PepsiCo, Inc. Common Stock	4,599 (4)	$ (5)	I	by 401(k)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maniscalco Charles PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE,Â NYÂ 10577	Â	Â	Â President and CEO of QTG	Â

Signatures

/s/ Charles Maniscalco	09/25/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) This number reflects restricted stock units granted to the reporting person as a portion of his compensation for serving as an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. These restricted stock units vest at various dates between February 1, 2007 and July 1, 2011. Vesting of all restricted stock units is contingent upon the reporting person?s continued employment with the company.

(2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of September 15, 2006.

(3) PepsiCo convertible preferred stock was issued only for an employee stock ownership plan (ESOP) established by Quaker and these shares are redeemable for common stock by the ESOP participants. Each share of preferred stock is convertible at any time at the option of the holder into 4.9625 shares of PepsiCo common stock and has no expiration date. All shares of preferred stock are held under the reporting person's account in the PepsiCo 401(k) Plan.

(4) This number reflects the equivalent number of shares of PepsiCo common stock held under the reporting person?s account in the PepsiCo 401(k) Plan.

(5) PepsiCo convertible preferred stock is redeemable into PepsiCo common stock at a fixed ratio of 4.9625.

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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