MOORE MARGARET D

Form 4

February 07, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

(F)								
1. Name and Address of Reporting Person * MOORE MARGARET D (Last) (First) (Middle)		Symbol	2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction	`	11			
700 ANDER	RSON HILL ROA	(Month/D D 02/03/20	•		Director _X_ Officer (giv below) SVP, 1		Owner er (specify		
	(Street)	4. If Ame	ndment, Dat	te Original	6. Individual or J	oint/Group Filir	ıg(Check		
PURCHASE	E, NY 10577	Filed(Mor	nth/Day/Year)		Applicable Line) _X_ Form filed by Form filed by ! Person	One Reporting Pe More than One Re			
(City)	(State) (Z	Zip) Tabl	e I - Non-De	erivative Securities Acq	quired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed (of	Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
PepsiCo, Inc. Common Stock	02/03/2006		A	11,413 (1)	A	\$ 0	78,349 (2)	D	
PepsiCo, Inc. Common Stock							254 <u>(3)</u>	I	by 401(k)
PepsiCo, Inc. Common Stock							714.6 <u>(4)</u>	I	by daughter

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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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rative Expiration Date rities (Month/Day/Year) rited (A) sposed of 3, 4,		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)	\$ 57.5	02/03/2006		A	46,165	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	46,165

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MOORE MARGARET D 700 ANDERSON HILL ROAD PURCHASE, NY 10577

SVP, Human Resources

Signatures

Thomas H. Tamoney, Jr., Atty-in-Fact 02/07/2006

**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 the number of restricted stock units granted to the reporting person as a portion of her compensation for serving as an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect to these restricted stock units is contingent upon the achievement of pre-established performance targets over a three year period and board approval.
- (2) This amount includes 652 shares acquired between January 4, 2005 and January 3, 2006 through PepsiCo's Dividend Reinvestment Plan.
- (3) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/03/2006.

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- (4) This amount includes 13 shares acquired between January 4, 2005 and January 3, 2006 through PepsiCo's Dividend Reinvestment Plan.
- (5) There is no price for this derivative security.

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