

PEPSICO INC
Form 3
November 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â d'Amore Massimo | | (Month/Day/Year) | PEPSICO INC [PEP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 700 ANDERSON HILL ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| PURCHASE,Â NYÂ 10577 | | | CEO PepsiCo Americas Beverages | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 62,637 ⁽¹⁾ | D | Â |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|-------------------------------------|---------|----------|-------------------|---|
| Employee Stock Option (right to buy) | 02/01/2008 | 01/31/2015 | PepsiCo, Inc. Common Stock | 14,897 | \$ 53.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2009 | 01/31/2016 | PepsiCo, Inc. Common Stock | 9,403 | \$ 57.5 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2010 | 01/31/2017 | PepsiCo, Inc. Common Stock | 8,318 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2005 | 01/31/2012 | PepsiCo, Inc. Common Stock | 1,275 | \$ 50 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2006 | 01/31/2013 | PepsiCo, Inc. Common Stock | 1,948 | \$ 39.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2007 | 01/31/2014 | PepsiCo, Inc. Common Stock | 3,443 | \$ 47.25 | D | Â |
| Employee Stock Option (right to buy) | 09/22/2010 | 09/21/2015 | PepsiCo, Inc. Common Stock | 125,000 | \$ 45.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| d'Amore Massimo 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | Â | Â | Â CEO PepsiCo Americas Beverages | Â |

Signatures

/s/ Massimo Fasanella
d'Amore

11/12/2007

**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 from PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. These restricted stock units vest at various dates through November 17, 2012.

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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