

PEPSICO INC  
Form 4  
March 09, 2006

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
03/07/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

SVP of Finance

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 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	03/07/2006		M		41,000	A	\$ 32.25	90,806	D
PepsiCo, Inc. Common Stock	03/07/2006		S		900	D	\$ 59.54	89,906	D
PepsiCo, Inc. Common Stock	03/07/2006		S		5,500	D	\$ 59.55	84,406	D

Edgar Filing: PEPSICO INC - Form 4

PepsiCo, Inc. Common Stock	03/07/2006	S	1,300	D	\$ 59.56	83,106	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	1,000	D	\$ 59.57	82,106	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	1,300	D	\$ 59.58	80,806	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	9,100	D	\$ 59.76	71,706	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	1,900	D	\$ 59.78	69,806	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	5,900	D	\$ 59.79	63,906	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	5,500	D	\$ 59.8	58,406	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	5,200	D	\$ 59.81	53,206	D	
PepsiCo, Inc. Common Stock	03/07/2006	S	3,400	D	\$ 59.82	49,806	D	
PepsiCo, Inc. Common Stock						1,924 <sup>(1)</sup>	I	by 401(k)

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

# Edgar Filing: PEPSICO INC - Form 4

**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)
Employee Stock Option (right to buy)	\$ 32.25	03/07/2006		M	41,000	02/01/2003 01/31/2010	PepsiCo, Inc. Common Stock 41,000

## Reporting Owners

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

## Signatures

/s/ Matthew M. McKenna 03/09/2006  
 \*\*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).
- (1) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/03/2006.
- (2) There is no price for this derivative security.

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.