PEPSICO INC Form 4

February 20, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Person

OMB APPROVAL

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

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRIDGMAN PETER A** Issuer Symbol PEPSICO INC [PEP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 700 ANDERSON HILL ROAD 02/15/2007 below) SVP and Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PURCHASE, NY 10577

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
PepsiCo, Inc. Common	02/15/2007		Code V	Amount 19,481	(D)	Price \$ 43.5	(Instr. 3 and 4) 67,475.43	D	
Stock PepsiCo, Inc. Common Stock	02/15/2007		S	19,481	D	(1)	47,994.43	D	
PepsiCo, Inc. Common Stock	02/15/2007		M	20,500	A	\$ 43.5	68,494.43	D	

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PepsiCo, Inc. Common Stock	02/15/2007	S	20,500	D	<u>(2)</u>	47,994.43	D	
PepsiCo, Inc. Common Stock	02/16/2007	S	5,000	D	(3)	42,994.43	D	
PepsiCo, Inc. Common Stock						320.5 (4)	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. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 43.5	02/15/2007		M	20,500	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	20,500
Employee Stock Option (right to buy)	\$ 43.5	02/15/2007		M	19,481	02/01/2001	01/31/2011	PepsiCo, Inc. Common Stock	19,481

Reporting Owners

Relationships Reporting Owner Name / Address

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Director 10% Owner Officer Other

BRIDGMAN PETER A 700 ANDERSON HILL ROAD PURCHASE, NY 10577

SVP and Controller

Signatures

/s/ Peter A. 02/20/2007 Bridgman

**Signature of Date
Reporting Person

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) The shares with respect to this transaction were sold at prices ranging from \$64.00 to \$64.05.
- (2) The shares with respect to this transaction were sold at prices ranging from \$64.01 to \$64.09.
- (3) The shares with respect to this transaction were sold at prices ranging from \$64.80 to \$64.82.
- (4) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/02/2007.

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.

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