

PEPSICO INC

Form 4

August 21, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carey Albert P

(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)
08/17/2007

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 ____ Other (specify
below) below)

President and CEO Frito-Lay

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 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)
PepsiCo, Inc. Common Stock	08/17/2007		M	3,387	A \$ 36.5	97,519	D
PepsiCo, Inc. Common Stock	08/17/2007		S	677	D \$ 69.25	96,842	D
PepsiCo, Inc. Common Stock	08/17/2007		S	1,384	D \$ 69.26	95,458	D

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PepsiCo, Inc. Common Stock	08/17/2007	S	1,326	D	\$ 69.27	94,132	D
PepsiCo, Inc. Common Stock	08/17/2007	M	2,421	A	\$ 38.5	96,553	D
PepsiCo, Inc. Common Stock	08/17/2007	S	819	D	\$ 69.22	95,734	D
PepsiCo, Inc. Common Stock	08/17/2007	S	823	D	\$ 69.25	94,911	D
PepsiCo, Inc. Common Stock	08/17/2007	S	779	D	\$ 69.26	94,132	D
PepsiCo, Inc. Common Stock	08/17/2007	M	44,945	A	\$ 32.25	139,077	D
PepsiCo, Inc. Common Stock	08/17/2007	S	4,747	D	\$ 69.17	134,330	D
PepsiCo, Inc. Common Stock	08/17/2007	S	11,603	D	\$ 69.18	122,727	D
PepsiCo, Inc. Common Stock	08/17/2007	S	7,500	D	\$ 69.19	115,227	D
PepsiCo, Inc. Common Stock	08/17/2007	S	3,561	D	\$ 69.2	111,666	D
PepsiCo, Inc. Common Stock	08/17/2007	S	4,500	D	\$ 69.21	107,166	D
	08/17/2007	S	1,881	D		105,285	D

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PepsiCo, Inc. Common Stock					\$ 69.22			
PepsiCo, Inc. Common Stock	08/17/2007	S	400	D	\$ 69.23	104,885	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	2,000	D	\$ 69.24	102,885	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	2,000	D	\$ 69.25	100,885	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	200	D	\$ 69.26	100,685	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	1,200	D	\$ 69.27	99,485	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	2,500	D	\$ 69.28	96,985	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	1,900	D	\$ 69.29	95,085	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	500	D	\$ 69.3	94,585	D	
PepsiCo, Inc. Common Stock	08/17/2007	S	453	D	\$ 69.31	94,132	D	
PepsiCo, Inc. Common Stock						81.6 <u>(1)</u>	I	by 401(k)

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32.25	08/17/2007		M		44,945		02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	44,945
Employee Stock Option (right to buy)	\$ 38.5	08/17/2007		M		2,421		02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	2,421
Employee Stock Option (right to buy)	\$ 36.5	08/17/2007		M		3,387		02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	3,387

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey Albert P 700 ANDERSON HILL ROAD PURCHASE, NY 10577			President and CEO Frito-Lay	

Signatures

/s/ Albert P.
Carey

08/21/2007

__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 August 17, 2007.

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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