

PEPSICO INC
Form 4
August 21, 2007

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) ___ Other (specify below)
President and CEO Frito-Lay

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
PepsiCo, Inc. Common Stock	08/17/2007		M		3,387 A \$ 36.5	D	
PepsiCo, Inc. Common Stock	08/17/2007		S		677 D \$ 69.25	D	
PepsiCo, Inc. Common Stock	08/17/2007		S		1,384 D \$ 69.26	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 ⁽¹⁾	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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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.

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