

MOORE MARGARET D
Form 4
May 01, 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 *
MOORE MARGARET D

(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)
04/27/2007

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)
SVP, Human Resources

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 (D) or Price (A)		
PepsiCo, Inc. Common Stock	04/27/2007		M		24,343 A \$ 43.5	99,607 ⁽¹⁾	D
PepsiCo, Inc. Common Stock	04/27/2007		S		24,343 D <u>(2)</u>	75,264	D
PepsiCo, Inc. Common Stock	04/27/2007		M		43,015 A \$ 34	118,279	D

PepsiCo, Inc. Common Stock	04/27/2007	S	43,015	D	\$ 66	75,264	D	
PepsiCo, Inc. Common Stock						476 ⁽³⁾	I	by 401(k)
PepsiCo, Inc. Common Stock						732 ⁽⁴⁾	I	by daughter

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)	\$ 34	04/27/2007		M	43,015	02/01/2003 01/31/2010	PepsiCo, Inc. Common Stock 43,015
Employee Stock Option (right to buy)	\$ 43.5	04/27/2007		M	24,343	02/01/2001 01/31/2011	PepsiCo, Inc. Common Stock 24,343

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MOORE MARGARET D
700 ANDERSON HILL ROAD
PURCHASE, NY 10577

SVP, Human Resources

Signatures

/s/ Margaret D. 05/01/2007
Moore

__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) This amount includes 206 shares acquired as dividends from January 9, 2007 through April 27, 2007.
- (2) The shares with respect to this transaction were sold at prices ranging from \$66.00 to \$66.09.
- (3) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 04/27/2007.
- (4) This amount includes 4 shares acquired as dividends from January 9, 2007 through April 27, 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.