

PEPSICO INC
Form 4
February 14, 2006

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 *
HUDSON DAWN E

(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)
02/10/2006

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)
Pres & CEO, PCNA

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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|
| PepsiCo, Inc. Common Stock | 02/10/2006 | | M | 26,285 | A | \$ 32.25 | 66,023 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | | S | 500 | D | \$ 57.57 | 65,523 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | | S | 1,400 | D | \$ 57.56 | 64,123 | D |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|----------|---------|---|----------|
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 8,085 | D | \$ 57.55 | 56,038 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 7,900 | D | \$ 57.54 | 48,138 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 5,400 | D | \$ 57.53 | 42,738 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | M | 60,000 | A | \$ 34 | 102,738 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,600 | D | \$ 57.53 | 101,138 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 39,200 | D | \$ 57.52 | 61,938 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 9,300 | D | \$ 57.51 | 52,638 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 4,200 | D | \$ 57.5 | 48,438 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 5,700 | D | \$ 57.49 | 42,738 | D | |
| PepsiCo, Inc. Common Stock | | | | | | 4,635 | I | by Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 | 02/10/2006 | | M | 26,285 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock 26,285 |
| Employee Stock Option (right to buy) | \$ 34 | 02/10/2006 | | M | 60,000 | 02/01/2003 01/31/2010 | PepsiCo, Inc. Common Stock 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | | | Pres & CEO, PCNA | |

Signatures

/s/ Dawn E. Hudson
02/14/2006
Date

**Signature of 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) There is no price for this derivative security.

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