

Compton John C
Form 4
May 01, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Compton John C

2. Issuer Name and Ticker or Trading Symbol
PEPSICO INC [PEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, PepsiCo North America

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PURCHASE, NY 10577

(City) (State) (Zip)

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	(A) or (D)	Price		
PepsiCo, Inc. Common Stock	04/27/2007		M		40,949	A	\$ 36.5	186,269	D
PepsiCo, Inc. Common Stock	04/27/2007		S		40,949	D	(1)	145,320	D
PepsiCo, Inc. Common Stock	04/27/2007		M		43,482	A	\$ 38.5	188,802	D

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PepsiCo, Inc. Common Stock	04/27/2007	S	43,482	D	(2)	145,320	D	
PepsiCo, Inc. Common Stock	04/27/2007	M	32,000	A	\$ 32.25	177,320	D	
PepsiCo, Inc. Common Stock	04/27/2007	S	32,000	D	(3)	145,320	D	
PepsiCo, Inc. Common Stock	04/30/2007	M	5,000	A	\$ 32.25	150,320	D	
PepsiCo, Inc. Common Stock	04/30/2007	S	5,000	D	(4)	145,320	D	
PepsiCo, Inc. Common Stock						6,178.26 (5)	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. 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	\$ 36.5	04/27/2007		M	40,949	02/01/2001	01/31/2008	PepsiCo, Inc. Common	40,949

							Stock	
(right to buy)								
Employee Stock Option (right to buy)	\$ 38.5	04/27/2007	M	43,482	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	43,482
Employee Stock Option (right to buy)	\$ 32.25	04/27/2007	M	32,000	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	32,000
Employee Stock Option (right to buy)	\$ 32.25	04/30/2007	M	5,000	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Compton John C 700 ANDERSON HILL ROAD PURCHASE, NY 10577			CEO, PepsiCo North America	

Signatures

/s/ John C.
Compton

05/01/2007

__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) The shares with respect to this transaction were sold at prices ranging from \$65.97 to \$66.00.
 - (2) The shares with respect to this transaction were sold at prices ranging from \$65.85 to \$65.97.
 - (3) The shares with respect to this transaction were sold at prices ranging from \$65.81 to \$65.85.
 - (4) The shares with respect to this transaction were sold at prices ranging from \$66.57 to \$66.59.
 - (5) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 04/30/2007.

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.