

Maniscalco Charles  
Form 4  
March 06, 2008

**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 \*  
Maniscalco Charles

(Last) (First) (Middle)  
PEPSICO, INC., 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)  
03/04/2008

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 of PepsiCo Chicago

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	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)
PepsiCo, Inc. Common Stock	03/04/2008		M	64,000	A	\$ 50	128,562	D	
PepsiCo, Inc. Common Stock	03/04/2008		S	24,800	D	\$ 70	103,762	D	
PepsiCo, Inc. Common Stock	03/04/2008		S	1,500	D	\$ 70.09	102,262	D	

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PepsiCo, Inc. Common Stock	03/04/2008	S	1,885	D	\$ 70.1	100,377	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,015	D	\$ 70.12	99,362	D
PepsiCo, Inc. Common Stock	03/04/2008	S	314	D	\$ 70.16	99,048	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,286	D	\$ 70.17	97,762	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,000	D	\$ 70.18	96,762	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,153	D	\$ 70.19	95,609	D
PepsiCo, Inc. Common Stock	03/04/2008	S	21,447	D	\$ 70.2	74,162	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,785	D	\$ 70.21	72,377	D
PepsiCo, Inc. Common Stock	03/04/2008	S	6,700	D	\$ 70.22	65,677	D
PepsiCo, Inc. Common Stock	03/04/2008	S	215	D	\$ 70.23	65,462	D
PepsiCo, Inc. Common Stock	03/04/2008	S	100	D	\$ 70.24	65,362	D
	03/04/2008	S	800	D		64,562	D

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PepsiCo, Inc. Common Stock	\$ 70.11		
PepsiCo, Inc. Common Stock	24,045.28 <sup>(1)</sup>	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 (right to buy)	\$ 50	03/04/2008		M	64,000	02/01/2005      01/31/2012	PepsiCo, Inc. Common Stock	64,000
PepsiCo, Inc. Convertible Preferred Stock	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	PepsiCo, Inc. Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Maniscalco Charles PEPSICO, INC. 700 ANDERSON HILL ROAD	President of PepsiCo Chicago

PURCHASE, NY 10577

## Signatures

/s/ Thomas H. Tamoney, Jr.,  
Atty-in-Fact

03/06/2008

\_\_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 03/04/2008.

- PepsiCo convertible preferred stock was issued solely in connection with an employee stock ownership plan (ESOP) established by The Quaker Oats Company and these preferred shares are redeemable for common stock by the former ESOP participants. Each share of preferred stock is convertible at any time at the option of the holder into 4.9625 shares of PepsiCo common stock and has no expiration date. All shares of preferred stock are held under the reporting person's account in the PepsiCo 401(k) Plan as of March 4, 2008.
- (2)

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.