

PEPSICO INC

Form 4

October 14, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA MATTHEW M

(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)
10/12/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

SVP of Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock	10/12/2005		M	17,800	A \$ 36.5	49,062	D
PepsiCo, Inc. Common Stock	10/12/2005		S	17,800	D 11	31,262	D
PepsiCo, Inc. Common Stock	10/13/2005		M	18,369	A \$ 36.5	49,631	D

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PepsiCo, Inc. Common Stock	10/13/2005	S	14,810	D	(2)	34,821	D	
PepsiCo, Inc. Common Stock	10/13/2005	M	21,074	A	\$ 38.5	55,895	D	
PepsiCo, Inc. Common Stock	10/13/2005	S	17,393	D	(3)	38,502	D	
PepsiCo, Inc. Common Stock						1,853 (4)	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)	\$ 36.5	10/12/2005		M	17,800	02/01/2001 01/31/2008	PepsiCo, Inc. Common Stock 17,800
Employee Stock Option (right to buy)	\$ 36.5	10/13/2005		M	18,369	02/01/2001 01/31/2008	PepsiCo, Inc. Common Stock 18,369
	\$ 38.5	10/13/2005		M	21,074	02/01/2002 01/31/2009	21,074

Employee
Stock
Option
(right to
buy)

PepsiCo,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA MATTHEW M 700 ANDERSON HILL ROAD PURCHASE, NY 10577			SVP of Finance	

Signatures

Matthew M.
McKenna

10/14/2005

**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 \$57.60 to \$57.65.
- (2) The shares with respect to this transaction were sold at prices ranging from \$57.55 to \$57.56.
- (3) The shares with respect to this transaction were sold at prices ranging from \$57.55 to \$57.62.
- (4) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 10/13/2005.
- (5) There is no price for this derivative security.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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