

PEPSICO INC  
Form 4  
October 03, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HUNT RAY L

(Last) (First) (Middle)

HUNT CONSOLIDATED,  
INC., 1445 ROSS AT FIELD

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2007

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)

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)
				(A) or (D) Code V Amount (D) Price			
PepsiCo, Inc. Common Stock					32,991	D	
PepsiCo, Inc. Common Stock					26,700	I	Corp. controlled by trust
PepsiCo, Inc. Common Stock					152,500	I	Family Trust

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PepsiCo, Inc. Common Stock	46,896	I	HCI Rabbi Trust
PepsiCo, Inc. Common Stock	183,916	I	HOC Rabbi Trust
PepsiCo, Inc. Common Stock	31,474	I	HRC Rabbi Trust

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

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SEC 1474  
(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
Phantom Stock Units	(1)	09/28/2007		A	271.83	(2) (2)	PepsiCo, Inc. Common Stock 271.83
Phantom Stock Units	(1)	10/01/2007		A	2,026.75	(3) (3)	PepsiCo, Inc. Common Stock 2,026.75
Phantom Stock Units	(1)	10/01/2007		A	1,621.4	(4) (4)	PepsiCo, Inc. Common Stock 1,621.4

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HUNT RAY L  
HUNT CONSOLIDATED, INC. X  
1445 ROSS AT FIELD  
DALLAS, TX 75202

## Signatures

/s/ Thomas H. Tamoney, Jr., 10/03/2007  
Atty-in-Fact

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) These phantom stock units are held under the PepsiCo Director Deferral Program and convert to shares of PepsiCo Common Stock on a one-for-one basis.  
Acquired on various dates between October 2, 2006 and September 28, 2007 through reinvestment of dividend equivalents pursuant to the
- (2) PepsiCo Director Deferral Program, at prices ranging from \$62.55 to \$73.26, to be paid out in accordance with the terms of the underlying phantom stock units to which such dividend equivalents relate.
- (3) This security represents the filing person's phantom stock units received for service as a director and is payable on the first day of the calendar quarter following the first anniversary of the filing person's retirement or resignation from PepsiCo's Board of Directors.
- (4) This security represents the annual cash retainer, or portion thereof, that the filing person elected to defer and is payable on the first day of the year following the filing person's retirement or resignation from PepsiCo's Board of Directors.

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.