

PEPSICO INC  
Form 4  
October 17, 2007

**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 \*  
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)  
10/15/2007

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)  
SVP of Finance

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
PepsiCo, Inc. Common Stock	10/15/2007		S		288	D	\$ 71.31
PepsiCo, Inc. Common Stock	10/15/2007		S		10,700	D	\$ 71.32
PepsiCo, Inc. Common Stock	10/15/2007		S		2,500	D	\$ 71.33

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PepsiCo, Inc. Common Stock	10/15/2007	M	25,051	A	\$ 38.5	60,765	D
PepsiCo, Inc. Common Stock	10/15/2007	M	14,170	A	\$ 34	74,935	D
PepsiCo, Inc. Common Stock	10/15/2007	M	7,956	A	\$ 43.5	82,891	D
PepsiCo, Inc. Common Stock	10/15/2007	S	7,100	D	\$ 71	75,791	D
PepsiCo, Inc. Common Stock	10/15/2007	S	4,400	D	\$ 71.01	71,391	D
PepsiCo, Inc. Common Stock	10/15/2007	S	5,400	D	\$ 71.02	65,991	D
PepsiCo, Inc. Common Stock	10/15/2007	S	1,500	D	\$ 71.03	64,491	D
PepsiCo, Inc. Common Stock	10/15/2007	S	2,700	D	\$ 71.04	61,791	D
PepsiCo, Inc. Common Stock	10/15/2007	S	2,400	D	\$ 71.05	59,391	D
PepsiCo, Inc. Common Stock	10/15/2007	S	2,400	D	\$ 71.06	56,991	D
PepsiCo, Inc. Common Stock	10/15/2007	S	2,100	D	\$ 71.07	54,891	D
	10/15/2007	S	1,200	D		53,691	D

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PepsiCo, Inc. Common Stock					\$ 71.08			
PepsiCo, Inc. Common Stock	10/15/2007	S	2,674	D	\$ 71.09	51,017	D	
PepsiCo, Inc. Common Stock	10/15/2007	S	3,000	D	\$ 71.1	48,017	D	
PepsiCo, Inc. Common Stock	10/16/2007	I	2,226.79 <u>(1)</u>	D	\$ 71.87	593.03 <u>(2)</u>	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 38.5	10/15/2007		M	25,051	02/01/2002 01/31/2009	PepsiCo, Inc. Common Stock	25,051
Employee Stock Option (right to buy)	\$ 34	10/15/2007		M	14,170	02/01/2003 01/31/2010	PepsiCo, Inc. Common Stock	14,170
	\$ 43.5	10/15/2007		M	7,956	02/01/2004 01/31/2011		7,956

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

/s/ Thomas H. Tamoney, Jr., Atty-in-Fact	10/17/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 an intra-plan transfer under the PepsiCo 401(k) Plan out of the PepsiCo Common Stock Fund.
- (2) Reflects the number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of October 17, 2007, including 435.11 shares acquired under the PepsiCo 401(k) Plan since the date of the reporting person's last ownership report.

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.