

PEPSICO INC
Form 4
July 06, 2005

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 *
AKERS JOHN F

(Last) (First) (Middle)

ONE STAMFORD PLAZA, 263
TRESSER BLVD., 9TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2005

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					28,132	D	

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)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Phantom Stock Units	(1)	07/01/2005(2)		A	26.65	07/01/2005 07/01/2005	PepsiCo, Inc. Common Stock 2
Phantom Stock Units	(1)	07/01/2005(2)		A	6.27	07/01/2005 07/01/2005	PepsiCo, Inc. Common Stock 6
Phantom Stock Units	(1)	07/01/2005(2)		A	33.97	07/01/2005 07/01/2005	PepsiCo, Inc. Common Stock 3
Phantom Stock Units	(1)	07/01/2005		I	5,008.05(3)	07/01/2005 07/01/2005	PepsiCo, Inc. Common Stock 5,000
Phantom Stock Units	(1)	07/01/2005(2)		A	30.61	(4) (4)	PepsiCo, Inc. Common Stock 3
Phantom Stock Units	(1)	07/01/2005(2)		A	32.68	(4) (4)	PepsiCo, Inc. Common Stock 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AKERS JOHN F ONE STAMFORD PLAZA 263 TRESSER BLVD., 9TH FLOOR STAMFORD, CT 06901	X			

Signatures

/s/ Thomas H. Tamoney, Jr.,
Atty-in-Fact
**Signature of Reporting Person

07/06/2005
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 units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.
- (2) Acquired on various dates between October 2, 2004 and July 1, 2005 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$53.03 to \$53.93.
- (3) These phantom units were paid in cash to the reporting person on July 1, 2005.
- (4) This security is payable upon the reporting person's retirement.

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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