

Compton John C  
Form 4  
May 01, 2007

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Compton John C

(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)  
04/27/2007

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)

CEO, PepsiCo North America

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 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	04/27/2007		M	40,949 A	\$ 36.5 186,269	D	
PepsiCo, Inc. Common Stock	04/27/2007		S	40,949 D	(1) 145,320	D	
PepsiCo, Inc. Common Stock	04/27/2007		M	43,482 A	\$ 38.5 188,802	D	

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PepsiCo, Inc. Common Stock	04/27/2007	S	43,482	D	(2)	145,320	D	
PepsiCo, Inc. Common Stock	04/27/2007	M	32,000	A	\$ 32.25	177,320	D	
PepsiCo, Inc. Common Stock	04/27/2007	S	32,000	D	(3)	145,320	D	
PepsiCo, Inc. Common Stock	04/30/2007	M	5,000	A	\$ 32.25	150,320	D	
PepsiCo, Inc. Common Stock	04/30/2007	S	5,000	D	(4)	145,320	D	
PepsiCo, Inc. Common Stock						6,178.26 (5)	I	by 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)
						Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee Stock Option	\$ 36.5	04/27/2007		M	40,949	02/01/2001      01/31/2008	PepsiCo, Inc. Common      40,949

(right to buy)									Stock	
Employee Stock Option (right to buy)	\$ 38.5	04/27/2007	M	43,482	02/01/2002	01/31/2009			PepsiCo, Inc. Common Stock	43,482
Employee Stock Option (right to buy)	\$ 32.25	04/27/2007	M	32,000	02/01/2003	01/31/2010			PepsiCo, Inc. Common Stock	32,000
Employee Stock Option (right to buy)	\$ 32.25	04/30/2007	M	5,000	02/01/2003	01/31/2010			PepsiCo, Inc. Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Compton John C 700 ANDERSON HILL ROAD PURCHASE, NY 10577			CEO, PepsiCo North America	

## Signatures

/s/ John C.  
Compton

05/01/2007

\_\_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 \$65.97 to \$66.00.
- (2) The shares with respect to this transaction were sold at prices ranging from \$65.85 to \$65.97.
- (3) The shares with respect to this transaction were sold at prices ranging from \$65.81 to \$65.85.
- (4) The shares with respect to this transaction were sold at prices ranging from \$66.57 to \$66.59.
- (5) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 04/30/2007.

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.