

PEPSICO INC
Form 4
April 05, 2005

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 *
ALLEN ROBERT E

(Last) (First) (Middle)

180 PARK AVENUE, ROOM
1E38180 PARK AVENU

(Street)

FLORHAM PARK, NJ 07932

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2005

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)
PepsiCo, Inc. Common Stock				(A) or (D) Code V Amount (D) Price	8,749	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	(1)	04/01/2005(2)		A	57.81	(3)	(3)			PepsiCo, Inc. Common Stock
Phantom Stock Units	(1)	04/01/2005(2)		A	41.23	01/01/2001(4)	04/01/2005			PepsiCo, Inc. Common Stock
Phantom Stock Units	(1)	04/01/2005		I	4,794.45(5)	01/01/2001(4)	04/01/2005			PepsiCo, Inc. Common Stock
Phantom Stock Units	(1)	04/01/2005(2)		A	54.45	04/01/2007	04/01/2007			PepsiCo, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ALLEN ROBERT E
 180 PARK AVENUE, ROOM 1E38180 PARK AVENUE X
 FLORHAM PARK, NJ 07932

Signatures

Robert Cox,
 Atty-in-Fact 04/05/2005

**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) 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 April 1, 2005 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$48.65 to \$53.03.
- (3) This security is payable upon the reporting person's retirement.

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(4) Payable in 5 installments between 2001 and 2005.

(5) These phantom units were paid in cash to the reporting person on April 1, 2005.

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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