

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 |

Edgar Filing: PEPSICO INC - Form 4

| | | | |
|----------------------------|---------|---|-----------------|
| 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.

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.

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

Edgar Filing: PEPSICO INC - Form 4

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.