

PEPSICO INC  
Form 4  
July 30, 2007

**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 \*  
**WHITE MICHAEL D**

(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)  
**07/26/2007**

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)  
**Chairman and CEO, PepsiCo Intl**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
PepsiCo, Inc. Common Stock	07/26/2007		M		77,308 A \$ 38.5	383,070	D
PepsiCo, Inc. Common Stock	07/26/2007		S		5,829 D \$ 67.5	377,241	D
PepsiCo, Inc. Common Stock	07/26/2007		S		3,849 D \$ 67.51	373,392	D

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PepsiCo, Inc. Common Stock	07/26/2007	S	1,700	D	\$ 67.52	371,692	D
PepsiCo, Inc. Common Stock	07/26/2007	S	2,400	D	\$ 67.53	369,292	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,700	D	\$ 67.54	367,592	D
PepsiCo, Inc. Common Stock	07/26/2007	S	400	D	\$ 67.55	367,192	D
PepsiCo, Inc. Common Stock	07/26/2007	S	4,000	D	\$ 67.56	363,192	D
PepsiCo, Inc. Common Stock	07/26/2007	S	600	D	\$ 67.57	362,592	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,758	D	\$ 67.58	360,834	D
PepsiCo, Inc. Common Stock	07/26/2007	S	2,337	D	\$ 67.59	358,497	D
PepsiCo, Inc. Common Stock	07/26/2007	S	2,842	D	\$ 67.6	355,655	D
PepsiCo, Inc. Common Stock	07/26/2007	S	5,821	D	\$ 67.61	349,834	D
PepsiCo, Inc. Common Stock	07/26/2007	S	3,600	D	\$ 67.62	346,234	D
	07/26/2007	S	900	D		345,334	D

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PepsiCo, Inc. Common Stock					\$ 67.63		
PepsiCo, Inc. Common Stock	07/26/2007	S	2,464	D	\$ 67.64	342,870	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,300	D	\$ 67.65	341,570	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,700	D	\$ 67.66	339,870	D
PepsiCo, Inc. Common Stock	07/26/2007	S	3,800	D	\$ 67.67	336,070	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,910	D	\$ 67.68	334,160	D
PepsiCo, Inc. Common Stock	07/26/2007	S	900	D	\$ 67.69	333,260	D
PepsiCo, Inc. Common Stock	07/26/2007	S	6,900	D	\$ 67.7	326,360	D
PepsiCo, Inc. Common Stock	07/26/2007	S	2,000	D	\$ 67.71	324,360	D
PepsiCo, Inc. Common Stock	07/26/2007	S	3,590	D	\$ 67.72	320,770	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,200	D	\$ 67.73	319,570	D
	07/26/2007	S	1,014	D		318,556	D

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PepsiCo, Inc. Common Stock					\$ 67.74		
PepsiCo, Inc. Common Stock	07/26/2007	S	8,300	D	\$ 67.75	310,256	D
PepsiCo, Inc. Common Stock	07/26/2007	S	2,800	D	\$ 67.76	307,456	D
PepsiCo, Inc. Common Stock	07/26/2007	S	1,000	D	\$ 67.77	306,456	D
PepsiCo, Inc. Common Stock	07/26/2007	S	100	D	\$ 67.78	306,356	D

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

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**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
Employee Stock Option (right to buy)	\$ 38.5	07/26/2007		M	77,308	02/01/2002 01/31/2009	PepsiCo, Inc. Common Stock	77,308	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE MICHAEL D 700 ANDERSON HILL ROAD PURCHASE, NY 10577	X		Chairman and CEO, PepsiCo Intl	

## Signatures

/s/ Thomas H. Tamoney, Jr.,  
Atty-in-Fact

07/30/2007

\_\_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).

### Remarks:

Form 1 of 2 dated 7/30/2007

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