

BRIDGMAN PETER A

Form 4

February 15, 2005

**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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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRIDGMAN PETER A**

(Last) (First) (Middle)

**700 ANDERSON HILL ROAD700  
ANDERSON HILL**

(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)  
**02/11/2005**

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)

SVP and Controller

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 (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 Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock	02/11/2005		M	15,176 A	\$ 27.38	49,139.43	D
PepsiCo, Inc. Common Stock	02/11/2005		S	15,154 D	\$ 55	33,985.43	D
PepsiCo, Inc. Common Stock	02/11/2005		S	16 D	\$ 55.37	33,969.43	D

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PepsiCo, Inc. Common Stock	02/11/2005	M	718	A	\$ 32.98	34,687.43	D	
PepsiCo, Inc. Common Stock	02/11/2005	S	548	D	\$ 55	34,139.43	D	
PepsiCo, Inc. Common Stock	02/11/2005	S	170	D	\$ 55.37	33,969.43	D	
PepsiCo, Inc. Common Stock	02/11/2005	M	9,076	A	\$ 30.31	43,045.43	D	
PepsiCo, Inc. Common Stock	02/11/2005	S	6,438	D	\$ 55	36,607.43	D	
PepsiCo, Inc. Common Stock						93 <sup>(1)</sup>	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.38	02/11/2005		M		15,176		03/30/1999	01/25/2006	PepsiCo, Inc. Common	15,176

(right to buy)									Stock	
Employee Stock Option (right to buy)	\$ 32.98	02/11/2005	M	718	03/30/1999	06/30/2006			PepsiCo, Inc. Common Stock	718
Employee Stock Option (right to buy)	\$ 30.31	02/11/2005	M	9,076	03/30/1999	01/25/2006			PepsiCo, Inc. Common Stock	9,076

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRIDGMAN PETER A 700 ANDERSON HILL ROAD PURCHASE, NY 10577			SVP and Controller	

## Signatures

Peter A. Bridgman  
02/15/2005  
 \*\*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) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/11/2005.
- (2) There is no price for this derivative security.

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.