

REINEMUND STEVEN

Form 4

February 14, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REINEMUND STEVEN

(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)
02/10/2006

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| PepsiCo, Inc. Common Stock | 02/10/2006 | | M | 196,000 | A \$ 18.58 | 571,135 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | | S | 300 | D \$ 57.72 | 570,835 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | | S | 3,500 | D \$ 57.7 | 567,335 | D |

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| | | | | | | | |
|-------------------------------------|------------|---|-------|---|-------------|---------|---|
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 200 | D | \$ 57.69 | 567,135 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 300 | D | \$ 57.68 | 566,835 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,800 | D | \$ 57.67 | 565,035 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,100 | D | \$ 57.66 | 563,935 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 100 | D | \$ 57.65 | 563,835 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 100 | D | \$ 57.62 | 563,735 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,200 | D | \$ 57.61 | 562,535 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 400 | D | \$ 57.57 | 562,135 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 100 | D | \$ 57.53 | 562,035 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 2,200 | D | \$ 57.52 | 559,835 | D |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 200 | D | \$ 57.51 | 559,635 | D |
| | 02/10/2006 | S | 1,200 | D | \$ 57.5 | 558,435 | D |

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|-------------------------------------|------------|---|--------|---|-------------|---------|---|--|
| PepsiCo, Inc. Common Stock | | | | | | | | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,500 | D | \$ 57.49 | 556,935 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 2,300 | D | \$ 57.48 | 554,635 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 800 | D | \$ 57.46 | 553,835 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 34,600 | D | \$ 57.45 | 519,235 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 800 | D | \$ 57.44 | 518,435 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 2,500 | D | \$ 57.43 | 515,935 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 5,600 | D | \$ 57.42 | 510,335 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 1,900 | D | \$ 57.41 | 508,435 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 26,300 | D | \$ 57.4 | 482,135 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 900 | D | \$ 57.39 | 481,235 | D | |
| | 02/10/2006 | S | 3,900 | D | | 477,335 | D | |

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|-------------------------------------|------------|---|--------|---|-------------|-------------|---|--|
| PepsiCo, Inc. Common Stock | | | | | | \$ 57.38 | | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 14,800 | D | \$ 57.37 | 462,535 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 3,500 | D | \$ 57.36 | 459,035 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 58,900 | D | \$ 57.35 | 400,135 | D | |
| PepsiCo, Inc. Common Stock | 02/10/2006 | S | 10,100 | D | \$ 57.34 | 390,035 | D | |

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 Number Shares |
| Employee Stock Option (right to buy) | \$ 18.58 | 02/10/2006 | | M | | 196,000 | | 01/27/2004 | 01/27/2009 | PepsiCo, Inc. Common Stock | 196,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REINEMUND STEVEN 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | X | | Chairman and CEO | |

Signatures

/s/ Steven S
Reinemund 02/14/2006

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) There is no price for this derivative security.

Remarks:

Form 1 of 2 dated 2/14/2006

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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