## Edgar Filing: PEPSICO INC - Form 4

PEPSICO IN	С											
Form 4												
October 04, 2	005											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL				
							OND	3235-0287				
Check this	s box		vvas	nington,	D.C. 203	949			Number:	January 31,		
if no long	er STATEN	IFNT OI	CHAN	CES IN I	RENEEL	CIAI		NFRSHIP OF	Expires:	2005		
subject to				SECUR		ENEFICIAL OWNERSHIP OF				Estimated average		
Form 4 or	Section 100								burden hours per response 0.5			
Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						10000100	. 0.0				
obligation	<sup>8</sup> Section $17($							of 1935 or Section	n			
may conti <i>See</i> Instru		30(h)	of the Inv	vestment	Company	y Act	of 19	40				
1(b).												
	,											
(Print or Type R	esponses)											
1 Name and A	dress of <b>Reporting</b>	Derson *	<b>2</b> I	NT	<b>T</b> . 1 7	с I <sup>.</sup>		5. Relationship of	f Reporting Per	rson(s) to		
			Name and Ticker or Trading				Issuer					
Symbol			O INC [PEP]									
		<b>C</b> 1 11 \		-	-			(Chee	ck all applicabl	e)		
(Last)				Earliest Transaction				_X_ Director 10% Owner				
NOVARTIS INTERNATIONAL (Month/Da			-			Officer (give title Other (specify						
AG, WSJ-20			10/01/20	005				below)	below)			
,	(Street)		4 If Amer	ndment Dat	e Original			6 Individual or I	oint/Group Fili	ng(Check		
			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)					
			1 1100(11101	ui, 2 uj, 1 cui)				_X_ Form filed by				
BASEL, V8	CH-4002							Form filed by I Person	More than One R	eporting		
(City)	(State)	(Zip)										
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securi			5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Year)	Executio any	on Date, if	Code	onAcquired Disposed			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Instr. 5) any (Month/Day/Year)			CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				Owned	Ownership				
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or	р.	(Instr. 3 and 4)				
PepsiCo,				Code V	Amount	(D)	Price					
Inc.												
Common	10/01/2005			А	881 <u>(1)</u>	А	\$0	7,556	D			
Stock												

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.

 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. Transactic 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)	\$ 56.75	10/01/2005		A	3,524	10/01/2008	09/30/2015	PepsiCo, Inc. Common Stock	3,524

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner Officer		Other		
VASELLA DANIEL NOVARTIS INTERNATIONAL AG WSJ-200.108 BASEL, V8 CH-4002	Х					
Signatures						
/s/ Thomas H. Tamoney, Jr., Atty-in-Fact	1	0/04/2005				
<u>**</u> 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).

This number reflects restricted stock units granted to the reporting person as a portion of his compensation for serving as a director of(1) PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. These restricted stock units are subject to a three-year vesting period.

(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.