

PEPSICO INC
Form 4
February 14, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HUDSON DAWN E

(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)
Pres & CEO, PCNA

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
PepsiCo, Inc. Common Stock	02/10/2006		M		26,285	A	\$ 32.25	66,023	D
PepsiCo, Inc. Common Stock	02/10/2006		S		500	D	\$ 57.57	65,523	D
PepsiCo, Inc. Common Stock	02/10/2006		S		1,400	D	\$ 57.56	64,123	D

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PepsiCo, Inc. Common Stock	02/10/2006	S	8,085	D	\$ 57.55	56,038	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	7,900	D	\$ 57.54	48,138	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	5,400	D	\$ 57.53	42,738	D	
PepsiCo, Inc. Common Stock	02/10/2006	M	60,000	A	\$ 34	102,738	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	1,600	D	\$ 57.53	101,138	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	39,200	D	\$ 57.52	61,938	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	9,300	D	\$ 57.51	52,638	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	4,200	D	\$ 57.5	48,438	D	
PepsiCo, Inc. Common Stock	02/10/2006	S	5,700	D	\$ 57.49	42,738	D	
PepsiCo, Inc. Common Stock						4,635	I	by Trust

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

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