

PEPSICO INC  
Form 3  
April 08, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â HUDSON DAWN E		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	03/30/2005	
700 ANDERSON HILL ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
PURCHASE,Â NYÂ 10577		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	
		Pres & CEO, PCNA		<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	27,142 <sup>(1)</sup>	D	Â
PepsiCo, Inc. Common Stock	22,635	I	by Trust

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	48,903	\$ 36.5	D	Â
Employee Stock Option (right to buy)	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	51,579	\$ 38.5	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	26,285	\$ 32.25	D	Â
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	66,980	\$ 34	D	Â
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	85,223	\$ 43.5	D	Â
Employee Stock Option (right to buy)	07/18/2005	07/17/2012	PepsiCo, Inc. Common Stock	200,000	\$ 41.5	D	Â
Employee Stock Option (right to buy)	07/18/2007	07/17/2012	PepsiCo, Inc. Common Stock	200,000	\$ 41.5	D	Â
Employee Stock Option (right to buy)	07/18/2012	07/17/2017	PepsiCo, Inc. Common Stock	200,000	\$ 41.5	D	Â
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	58,593	\$ 47.25	D	Â
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	51,507	\$ 53.75	D	Â
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc.	127,499	\$ 39.75	D	Â

Employee Stock Option (right to buy)	02/01/2005	01/31/2012	Common Stock  PepsiCo, Inc. Common Stock	79,347	\$ 50	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDSON DAWN E 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â Pres & CEO, PCNA	Â

## Signatures

Dawn E. Hudson                      04/08/2005  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 the restricted stock units granted to the reporting person as a portion of her compensation for serving as an officer of
- (1) PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect to these restricted stock units is contingent upon the achievement of pre-established performance targets.

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.