

Compton John C  
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 Compton John C                          |         | (Month/Day/Year)                     | PEPSICO INC [PEP]  |  |
| (Last)                                    | (First) | 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)   |  |
| PURCHASE,Â NYÂ 10577                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Pres & CEO of QTG  |  |

**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      | 33,267 <sup>(1)</sup>                                 | D  | Â   |
| PepsiCo, Inc. Common Stock      | 4,940   | I  | by 401(k)   |

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

SEC 1473 (7-02)

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**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) | 07/01/2001       | 06/30/2006      | PepsiCo, Inc. Common Stock | 677                        | \$ 32.98 | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2000       | 01/25/2006      | PepsiCo, Inc. Common Stock | 6,844                      | \$ 36.53 | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2001       | 01/31/2008      | PepsiCo, Inc. Common Stock | 40,949                     | \$ 36.5  | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2002       | 01/31/2009      | PepsiCo, Inc. Common Stock | 43,482                     | \$ 38.5  | D                                     | Â |
| Employee Stock Option (right to buy) | 07/29/2004       | 07/28/2009      | PepsiCo, Inc. Common Stock | 150,000                    | \$ 39.5  | D                                     | Â |
| Employee Stock Option (right to buy) | 07/29/2009       | 07/28/2014      | PepsiCo, Inc. Common Stock | 150,000                    | \$ 39.5  | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2003       | 01/31/2010      | PepsiCo, Inc. Common Stock | 124,296                    | \$ 32.25 | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2003       | 01/31/2010      | PepsiCo, Inc. Common Stock | 60,041                     | \$ 34    | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2004       | 01/31/2011      | PepsiCo, Inc. Common Stock | 82,185                     | \$ 43.5  | D                                     | Â |
| Employee Stock Option (right to buy) | 02/01/2005       | 01/31/2012      | PepsiCo, Inc. Common Stock | 76,100                     | \$ 50    | D                                     | Â |
| Employee Stock Option (right to buy) | 07/18/2007       | 07/17/2012      | PepsiCo, Inc.              | 150,000                    | \$ 41.5  | D                                     | Â |

|   |            |            | Common<br>Stock                     |         |          |   |   |
|---|------------|------------|-------------------------------------|---------|----------|---|---|
| Employee Stock Option<br>(right to buy) | 07/18/2012 | 07/17/2017 | PepsiCo,<br>Inc.<br>Common<br>Stock | 150,000 | \$ 41.5  | D | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2006 | 01/31/2013 | PepsiCo,<br>Inc.<br>Common<br>Stock | 108,590 | \$ 39.75 | D | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2007 | 01/31/2014 | PepsiCo,<br>Inc.<br>Common<br>Stock | 42,629  | \$ 47.25 | D | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2008 | 01/31/2015 | PepsiCo,<br>Inc.<br>Common<br>Stock | 47,799  | \$ 53.75 | D | Â |
| Phantom Stock Units                     | Â (2)      | Â (3)      | PepsiCo,<br>Inc.<br>Common<br>Stock | 22,345  | \$ (4)   | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Compton John C<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 | Â             | Â         | Â Pres & CEO of QTG | Â     |

## Signatures

John C.  
Compton

04/08/2005

\*\*Signature of  
Reporting Person

Date

## 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 includes 22,267 restricted stock units granted to the reporting person as a portion of his compensation for serving as an

(1) officer of 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.

(2) These phantom stock units are exercisable immediately.

(3) The phantom stock units are to be settled upon the earlier of 2012, termination or retirement, pursuant to the reporting person's election.

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- (4) These phantom stock units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.

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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