

PEPSICO INC

Form 4

October 04, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNT RAY L

(Last) (First) (Middle)

HUNT OIL COMPANY, 1445
ROSS AT FIELD

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PEPSICO INC [PEP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2005

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)

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 | 10/01/2005 | | A | | 881 ⁽¹⁾ | A | \$ 0 25,381 |
| PepsiCo, Inc. Common Stock | | | | | | | 26,700 |
| | | | | | | | I |
| | | | | | | | Corp. controlled by trust |
| PepsiCo, Inc. Common Stock | | | | | | | 152,500 |
| | | | | | | | I |
| | | | | | | | Family Trust |

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| | | | |
|----------------------------|---------|---|-----------------|
| PepsiCo, Inc. Common Stock | 46,896 | I | HCI Rabbi Trust |
| PepsiCo, Inc. Common Stock | 183,916 | I | HOC Rabbi Trust |
| PepsiCo, Inc. Common Stock | 31,474 | I | HRC Rabbi Trust |

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

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SEC 1474
(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 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 |
| Phantom Stock Units | <u>(3)</u> | 09/30/2005 ⁽⁴⁾ | | A | | 167.5 | | <u>(5)</u> | <u>(5)</u> | PepsiCo, Inc. Common Stock | 167.5 |
| Phantom Stock Units | <u>(3)</u> | 10/03/2005 | | A | | 1,769.6 | | <u>(5)</u> | <u>(5)</u> | PepsiCo, Inc. Common Stock | 1,769.6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| HUNT RAY L HUNT OIL COMPANY 1445 ROSS AT FIELD DALLAS, TX 75202 | X |

Signatures

| | |
|---|------------|
| /s/ Thomas H. Tamoney, Jr., Atty-in-Fact | 10/04/2005 |
| **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 her 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.
 - (3) These phantom units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.
 - (4) Acquired on various dates between October 2, 2004 and September 30, 2005 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$53.03 to \$56.71.
 - (5) This security is payable upon the end of the reporting person's tenure on the Board of Directors.

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.