

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 *

Â HUDSON DAWN E

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

(Street)

PURCHASE,Â NYÂ 10577

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/30/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)

Pres & CEO, PCNA

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ 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 ⁽¹⁾

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 |

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

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
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 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.

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