

Maniscalco Charles
Form 4
March 06, 2008

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maniscalco Charles

(Last) (First) (Middle)

PEPSICO, INC., 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)

03/04/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President of PepsiCo Chicago

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 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 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)
PepsiCo, Inc. Common Stock	03/04/2008		M	64,000 A	\$ 50 128,562	D	
PepsiCo, Inc. Common Stock	03/04/2008		S	24,800 D	\$ 70 103,762	D	
PepsiCo, Inc. Common Stock	03/04/2008		S	1,500 D	\$ 70.09 102,262	D	

Edgar Filing: Maniscalco Charles - Form 4

PepsiCo, Inc. Common Stock	03/04/2008	S	1,885	D	\$ 70.1	100,377	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,015	D	\$ 70.12	99,362	D
PepsiCo, Inc. Common Stock	03/04/2008	S	314	D	\$ 70.16	99,048	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,286	D	\$ 70.17	97,762	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,000	D	\$ 70.18	96,762	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,153	D	\$ 70.19	95,609	D
PepsiCo, Inc. Common Stock	03/04/2008	S	21,447	D	\$ 70.2	74,162	D
PepsiCo, Inc. Common Stock	03/04/2008	S	1,785	D	\$ 70.21	72,377	D
PepsiCo, Inc. Common Stock	03/04/2008	S	6,700	D	\$ 70.22	65,677	D
PepsiCo, Inc. Common Stock	03/04/2008	S	215	D	\$ 70.23	65,462	D
PepsiCo, Inc. Common Stock	03/04/2008	S	100	D	\$ 70.24	65,362	D
	03/04/2008	S	800	D		64,562	D

Edgar Filing: Maniscalco Charles - Form 4

PepsiCo, Inc. Common Stock	\$ 70.11	
PepsiCo, Inc. Common Stock	24,045.28 ⁽¹⁾	I by 401(k)

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

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.

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 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)	\$ 50	03/04/2008		M	64,000	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	64,000
PepsiCo, Inc. Convertible Preferred Stock	(2)					(2)	(2)	PepsiCo, Inc. Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maniscalco Charles PEPSICO, INC. 700 ANDERSON HILL ROAD	President of PepsiCo Chicago

PURCHASE, NY 10577

Signatures

/s/ Thomas H. Tamoney, Jr.,
Atty-in-Fact

03/06/2008

__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).

(1) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 03/04/2008.

PepsiCo convertible preferred stock was issued solely in connection with an employee stock ownership plan (ESOP) established by The Quaker Oats Company and these preferred shares are redeemable for common stock by the former ESOP participants. Each share of preferred stock is convertible at any time at the option of the holder into 4.9625 shares of PepsiCo common stock and has no expiration date. All shares of preferred stock are held under the reporting person's account in the PepsiCo 401(k) Plan as of March 4, 2008.

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.