

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 \*

Â Compton John C

(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 of QTG

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

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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information contained in this form are not  
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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<br>Exercisable | Expiration<br>Date | Title                               | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------------------|---------------------|--------------------|-------------------------------------|----------------------------------|----------|------------------------------------------------|---|
| Employee Stock Option<br>(right to buy) | 07/01/2001          | 06/30/2006         | PepsiCo,<br>Inc.<br>Common<br>Stock | 677                              | \$ 32.98 | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2000          | 01/25/2006         | PepsiCo,<br>Inc.<br>Common<br>Stock | 6,844                            | \$ 36.53 | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2001          | 01/31/2008         | PepsiCo,<br>Inc.<br>Common<br>Stock | 40,949                           | \$ 36.5  | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2002          | 01/31/2009         | PepsiCo,<br>Inc.<br>Common<br>Stock | 43,482                           | \$ 38.5  | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 07/29/2004          | 07/28/2009         | PepsiCo,<br>Inc.<br>Common<br>Stock | 150,000                          | \$ 39.5  | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 07/29/2009          | 07/28/2014         | PepsiCo,<br>Inc.<br>Common<br>Stock | 150,000                          | \$ 39.5  | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2003          | 01/31/2010         | PepsiCo,<br>Inc.<br>Common<br>Stock | 124,296                          | \$ 32.25 | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2003          | 01/31/2010         | PepsiCo,<br>Inc.<br>Common<br>Stock | 60,041                           | \$ 34    | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2004          | 01/31/2011         | PepsiCo,<br>Inc.<br>Common<br>Stock | 82,185                           | \$ 43.5  | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 02/01/2005          | 01/31/2012         | PepsiCo,<br>Inc.<br>Common<br>Stock | 76,100                           | \$ 50    | D                                              | Â |
| Employee Stock Option<br>(right to buy) | 07/18/2007          | 07/17/2012         | PepsiCo,<br>Inc.                    | 150,000                          | \$ 41.5  | D                                              | Â |

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|                                         |            |            |                                                            |         |          |   |   |
|-----------------------------------------|------------|------------|------------------------------------------------------------|---------|----------|---|---|
| Employee Stock Option<br>(right to buy) | 07/18/2012 | 07/17/2017 | Common<br>Stock<br><br>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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