

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Carey Albert P</u> (Last) (First) (Middle) <u>PEPSICO, INC.</u> <u>700 ANDERSON HILL ROAD</u> (Street) <u>PURCHASE NY 10577</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/26/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>PEPSICO INC [PEP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div><u>President and CEO Frito-Lay</u></div>	
		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	

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)
<u>PepsiCo, Inc. Common Stock</u>	<u>73,022⁽¹⁾</u>	<u>D</u>	
<u>PepsiCo, Inc. Common Stock</u>	<u>80</u>	<u>I</u>	<u>by 401(k)</u>

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2001</u>	<u>01/31/2011</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>29,648</u>	<u>43.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2001</u>	<u>01/31/2008</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>64,183</u>	<u>36.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2002</u>	<u>01/31/2009</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>65,070</u>	<u>38.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2003</u>	<u>01/31/2010</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>169,724</u>	<u>32.25</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2003</u>	<u>01/31/2010</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>88,489</u>	<u>34</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2004</u>	<u>01/31/2011</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>111,398</u>	<u>43.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2005</u>	<u>01/31/2012</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>91,110</u>	<u>50</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>07/18/2005</u>	<u>07/17/2012</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>100,000</u>	<u>41.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2006</u>	<u>01/31/2013</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>128,763</u>	<u>39.75</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2003</u>	<u>01/31/2013</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>39,499</u>	<u>39.75</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>07/18/2009</u>	<u>07/17/2012</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>100,000</u>	<u>41.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2007</u>	<u>01/31/2014</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>54,466</u>	<u>47.25</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2008</u>	<u>01/31/2015</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>46,065</u>	<u>53.75</u>	<u>D</u>	

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	44,757	57.5	D	

Explanation of Responses:

1. This number includes 69,960 restricted stock units granted to the reporting person as a portion of his compensation for serving as an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect to 35,772 restricted stock units is contingent upon the achievement of pre-established performance targets and board approval. Of the remaining 34,188 restricted stock units 50% vest on November 18, 2008 and 50% vest on November 18, 2010. These restricted stock units are not subject to the achievement of performace criteria.

Remarks:

/s/ Albert P. Carey

06/30/2006

** Signature of Reporting Person

Date

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

* 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).

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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