FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| n, D.C. 20549 | OMB APPROVAL |
|---------------|-----------------------|
| | OWB 7 ii 1 1 to 17 ii |

| OMB Number: | 3235-028 |
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| Estimated average b | ourden |
| | _ |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

| 1. Title of Security (Instr. 3) 2. Trans Date | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---|---------|--|---|--|----------------|--|---|---|---|----------------|--|--|
| | | Table I - Non | n-Derivative S | ecurities Acq | uired, Dis | posed of, or Ben | eficially | Owned | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| (Street) PURCHASE NY 10577 | | | | | | | X | , | ne Reporting Persore than One Rep | | | |
| | | | 4. If Ar | mendment, Date of | Original Filed | (Month/Day/Year) | 6. Ind Line) | 6. Individual or Joint/Group Filing (Check Applicable | | | | |
| (Last) 700 ANDERSO | (First) | (Middle) AD700 ANDERS | 02/09 | e of Earliest Transa 0/2005 | action (Month/ | Day/Year) | | Officer (give title below) | e Other below | (specify | | |
| Name and Address of Reporting Person* PEPSICO INC | | | | ier Name and Ticke SI BOTTLIN | | Symbol J <u>P INC</u> [PBG] | | lationship of Report k all applicable) Director | ., | ssuer Owner | | |
| Instruction 1(b) |). | | | nt to Section 16(a) ction 30(h) of the In | | es Exchange Act of 19 mpany Act of 1940 | 34 | <u> </u> | · · | | | |
| | | | | | | | | 11041 | Tiodro per reoponoc. | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|--|---|------------------------------|---|---|------------------|---------|---|---|---|
| | | | Code | v | Amount | (A) or (D) Price | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 900 | D | \$27.51 | 105,910,458(1) | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 3,900 | D | \$27.52 | 105,906,558 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 400 | D | \$27.53 | 105,906,158 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 1,300 | D | \$27.55 | 105,904,858 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 3,100 | D | \$27.56 | 105,901,758 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,700 | D | \$27.57 | 105,899,058 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,900 | D | \$27.58 | 105,896,158 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 5,500 | D | \$27.59 | 105,890,658 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 4,000 | D | \$27.6 | 105,886,658 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 5,800 | D | \$27.61 | 105,880,858 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 6,000 | D | \$27.62 | 105,874,858 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 8,400 | D | \$27.63 | 105,866,458 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 7,700 | D | \$27.64 | 105,858,758 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,800 | D | \$27.65 | 105,855,958 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 1,600 | D | \$27.66 | 105,854,358 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 8,800 | D | \$27.67 | 105,845,558 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,300 | D | \$27.68 | 105,843,258 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 3,100 | D | \$27.69 | 105,840,158 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 6,400 | D | \$27.7 | 105,833,758 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 5,100 | D | \$27.71 | 105,828,658 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,700 | D | \$27.72 | 105,825,958 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,100 | D | \$27.73 | 105,823,858 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 5,000 | D | \$27.74 | 105,818,858 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 1,500 | D | \$27.75 | 105,817,358 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 2,100 | D | \$27.76 | 105,815,258 | D | |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 3,900 | D | \$27.54 | 105,811,358 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Title of Derivative Security—(Instr. 3) Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Ta Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | JA. Deemed Execution Date, if any (e.g., p-(Month/Bay/Year)) 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) Code | ction | Acqu (A) or Dispo of (D) (Instr snNs of Deriv Secu Acqu (A) or (A) or | ired | 6. Date Exerc Expiration Di OptionSy/1 | isable and | Underlow Securiand 4) 7. Title Amour Securi Underlow Underlow Securi Underlow Securi | and | 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---|--|-------------------------|-----------|---|----------|--|---------------|---|---------|--|--|--|--|
| | of Respons | | | | | of (D) (Instr | . 3, 4 | | | | , | | Transaction(s) (Instr. 4) | | |
| 1. All sales li | sted on this For | m 4 were made purs | uant to a plan, adopte | d Februa | ary 7, 20 | 03, Wi | ch is i | ntended to com | ply with Rule | 10b 5-1 | (c). | | | | |
| Remarks | : | | | | | | | | | | Amount | | | | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiratic RO | bert E | Cox, Vi | ce Presider | nt 02/11/200 Date | <u>5</u> | |

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

 $^{^{\}star}$ 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).