

## FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

## OMB APPROVAL

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1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	
<u>Goodman Richard</u>	<u>10/01/2006</u>	<u>PEPSICO INC [ PEP ]</u>	
(Last) (First) (Middle)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
<u>700 ANDERSON HILL ROAD</u>		Director 10% Owner	
(Street)		<input checked="" type="checkbox"/> Officer (give title below)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>PURCHASE NY 10577</u>		<u>Chief Financial Officer</u>	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)			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	44,434 <sup>(1)</sup>	D	
PepsiCo, Inc. Common Stock	232.7 <sup>(2)</sup>	I	401(k) Plan

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)	02/01/2003	01/31/2013	PepsiCo, Inc. Common Stock	7,601	39.75	D	
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	13,013	43.25	D	
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	41,379	43.5	D	
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	10,955	44.5	D	
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	55,260	50	D	
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	73,857	39.75	D	
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	55,464	47.25	D	
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	385	53.75	D	
Employee Stock Option (right to buy)	02/01/2009	01/31/2016	PepsiCo, Inc. Common Stock	360	57.5	D	

## Explanation of Responses:

1. This number reflects 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. These restricted stock units vest at various dates through September 15, 2009.

2. Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 10/01/2006.

## Remarks:

/s/ Richard A. Goodman

10/10/2006

\*\* 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.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of  
Larry D. Thompson and Thomas H. Tamoney, Jr., signing singly, the undersigned's  
true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity  
as

an Executive Officer of PepsiCo, Inc. (the "Company"), Forms 3, 4 and 5 in  
accordance with Section 16(a) of the Securities Exchange Act of 1934 and the  
rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which  
may

be necessary or desirable to complete and execute any such Form 3, 4 or 5 and  
timely file such form with the United States Securities and Exchange Commission  
and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the  
foregoing which, in the opinion of such attorney-in-fact, may be of benefit to,  
in the best interest of, or legally required by, the undersigned, it being  
understood that the documents executed by such attorney-in-fact on behalf of the  
undersigned pursuant to this Power of Attorney shall be in such form and shall  
contain such terms and conditions as such attorney-in-fact may approve in such  
attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and  
authority to do and perform any and every act and thing whatsoever requisite,  
necessary, or proper to be done in the exercise of any of the rights and powers  
herein granted, as fully to all intents and purposes as the undersigned might or  
could do if personally present, with full power of substitution or revocation,  
hereby ratifying and confirming all that such attorney-in-fact, or such  
attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be  
done by virtue of this Power of Attorney and the rights and powers herein  
granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in  
serving in such capacity at the request of the undersigned, are not assuming,  
nor is the Company assuming, any of the undersigned's responsibilities to comply  
with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the  
undersigned is no longer required to file Forms 3, 4 and 5 with respect to the  
undersigned's holdings of and transactions in securities issued by the Company,  
unless earlier revoked by the undersigned in a signed writing delivered to the  
foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be  
executed as of this 3rd day of October, 2006.

/s/ Richard Goodman