SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MOORE MARGARET D	PEPSICO INC [PEP]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

(Street)

PURCHASE NY 10577

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2005

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

SVP, Human Resources

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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	10/28/2005		M		31,428	A	$36.5	91,438.04	D	
PepsiCo, Inc. Common Stock	10/28/2005		S		25,352	D	$58.54	66,086.04	D	
PepsiCo, Inc. Common Stock	10/28/2005		M		953	A	$32.98	67,039.04	D	
PepsiCo, Inc. Common Stock	10/28/2005		S		755	D	(1)	66,284.04	D	
PepsiCo, Inc. Common Stock								224.93[2]	I	by 401(k)
PepsiCo, Inc. Common Stock								701.8	I	by daughter
PepsiCo, Inc. Common Stock								709.7	I	by son

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option (right to buy)	$32.98	10/28/2005		M			953	07/01/2001	06/30/2006	PepsiCo, Inc. Common Stock	953	(3)	0	D	
Employee Stock Option (right to buy)	$36.5	10/28/2005		M			31,428	03/30/1999	01/31/2008	PepsiCo, Inc. Common Stock	31,428	(3)	0	D	

Explanation of Responses:

1. The shares with respect to this transaction were sold at prices ranging from $58.54 to $58.60.

2. Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 10/28/2005.

3. There is no price for this derivative security.

Remarks:

/s/ Margaret D. Moore   11/01/2005

** 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 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).

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.