

PEPSICO INC  
Form 8-K  
February 02, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 2, 2006

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction  
of incorporation)

1-1183

(Commission  
File Number)

13-1584302

(I.R.S. Employer  
Identification No.)

700 Anderson Hill Road, Purchase, New York

(Address of principal executive offices)

10577

(Zip Code)

Registrant's telephone number, including area code:

914-253-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

PepsiCo, Inc. grants various awards to its executive officers under the shareholder approved 2003 Long-Term Incentive Plan. Forms of award agreements are attached hereto as exhibits and are hereby incorporated by reference. Beginning with the 2006 Restricted Stock Unit and Stock Option Awards, in general, the Agreements reflect provisions that change from full to pro rata vesting for retirement eligible executives age 55 to age 62. These new vesting provisions will have no material impact on PepsiCo, Inc.'s financial statements.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

- 99.1 Annual Long-Term Incentive Award Agreement
  - 99.2 Performance-Based Long-Term Incentive Award Agreement
  - 99.3 Pro Rata Long-Term Incentive Award Agreement
  - 99.4 Stock Option Retention Award Agreement
  - 99.5 Restricted Stock Unit Retention Award Agreement
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PepsiCo, Inc.

*February 2, 2006*

By: */s/ Robert E. Cox*

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*Name: Robert E. Cox  
Title: Vice President, Deputy General Counsel and Assistant  
Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Annual Long-Term Incentive Award Agreement
99.2	Performance-Based Long-Term Incentive Award Agreement
99.3	Pro Rata Long-Term Incentive Award Agreement
99.4	Stock Option Retention Award Agreement
99.5	Restricted Stock Unit Retention Award Agreement