

NOOYI INDRA K
Form 4
March 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOOYI INDRA K

(Last) (First) (Middle)
PEPSICO, INC., 700 ANDERSON HILL ROAD
(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEPSICO INC [PEP]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
PepsiCo, Inc. Common Stock	03/01/2018		A		84,966 (1) \$ 0	D	
PepsiCo, Inc. Common Stock	03/01/2018		A		10,882 (2) \$ 0	D	
PepsiCo, Inc. Common Stock	03/01/2018		F		47,389 (3) \$ 108.5605	D	583,365 (4)

PepsiCo, Inc. Common Stock	8,744.1561 <u>(5)</u>	I	by 401(k)
PepsiCo, Inc. Common Stock	307,960	I	by GRAT III

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

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SEC 1474
(9-02)

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	<u>(6)</u>	03/01/2018		A	1,482.3967 <u>(7)</u>	<u>(8)</u>	<u>(8)</u>	PepsiCo, Inc. Common Stock	1,482.39

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOOYI INDRA K PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE, NY 10577	X		Chairman and CEO	

Signatures

/s/ Indra K.
Nooyi

03/05/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- This number represents the performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. These PSUs will become vested on March 1, 2021 contingent upon the achievement of pre-established performance targets over a three-year performance period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PSUs granted, depending on the performance level achieved.
- (1) This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PepsiCo Equity Performance Units ("PEPunits") granted in March 2015, as a result of exceeding pre-established performance targets.
 - (3) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of PEPunits.
 - (4) Reflects the transfer to the reporting person of 269,807 shares from certain grantor retained annuity trusts previously established by the reporting person, and such shares, which were previously reported as indirectly owned, became directly owned by the reporting person.
 - (5) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 2018.
 - (6) These phantom units are held under the PepsiCo Executive Income Deferral Program ("EID") and convert to shares of PepsiCo Common Stock on a one-for-one basis.
 - (7) This amount relates to dividends credited to the reporting person's phantom stock account on various dates between March 2, 2017 and March 1, 2018 pursuant to the EID, at prices ranging from \$111.43 to \$117.99.
 - (8) This security is payable pursuant to the reporting person's election and the terms of the EID.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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