

PEPSICO INC
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Johnston Hugh F

(Last) (First) (Middle)
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)
03/01/2017

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)
Vice Chair, EVP & CFO, PEP

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	(D)	Price
PepsiCo, Inc. Common Stock	03/01/2017		A		32,887 (1)	A	\$ 0 189,891
PepsiCo, Inc. Common Stock	03/01/2017		A		10,836 (2)	A	\$ 0 200,727
PepsiCo, Inc. Common Stock	03/01/2017		F		21,799 (3)	D	\$ 109.745 178,928

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shares of PepsiCo Common Stock from 0% to 175% of the PSUs granted, depending on the performance level achieved.

- (2) This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PepsiCo Equity Performance Units ("PEPunits") granted in March 2014, 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 number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 2017.
- (5) 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.
- (6) This amount relates to dividends credited to the reporting person's phantom stock account on various dates between July 2, 2016 and March 1, 2017 pursuant to the EID, at prices ranging from \$104.56 to \$108.77.
- (7) This security is payable pursuant to the reporting person's election and the terms of the EID.

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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