

PEPSICO INC  
Form 4  
March 03, 2015

**FORM 4**

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

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

**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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TRUDELL CYNTHIA**

(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)  
**03/01/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**EVP & Chief HR Officer**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| PepsiCo,<br>Inc.<br>Common<br>Stock   | 03/01/2015                              |                                                             | A                                    | 11,285<br>(1)                                                              | A \$ 0 57,755                                                                                                      | D                                                                    |                                                                   |
| PepsiCo,<br>Inc.<br>Common<br>Stock   |                                         |                                                             |                                      |                                                                            | 91                                                                                                                 | I                                                                    | by Trust                                                          |
| PepsiCo,<br>Inc.<br>Common<br>Stock   |                                         |                                                             |                                      |                                                                            | 83.6323 (2)                                                                                                        | I                                                                    | By 401(k)                                                         |

# Edgar Filing: PEPSICO INC - Form 4

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

**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 control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                                     |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title                               | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units                           | (3)                                                                | 03/01/2015                              |                                                             | A                                    |                                                                                                           | 392.8918<br>(4)                                                |                                                                     | (5)                 | (5)                | PepsiCo,<br>Inc.<br>Common<br>Stock | 392.8918                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                                        |
|-----------------------------------------------------------------|------------------------------------------------------|
| TRUDELL CYNTHIA<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 | Director 10% Owner Officer<br>EVP & Chief HR Officer |

## Signatures

/s/ Cynthia A. Nastanski,  
Atty-in-Fact 03/03/2015

\_\_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 PepsiCo Equity Performance units ("PEPunits") granted to the reporting person as a portion of her compensation from PepsiCo, Inc. These PEPunits will become vested on March 1, 2018 subject to absolute stock price performance and relative total shareholder return consistent with a pre-established payout scale determined for the three-year performance period and approved by the Compensation Committee. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PEPunits granted, depending on the level of performance achieved.
- (1) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of February 27, 2015.
- (3) These phantom units are held under the PepsiCo Director Deferral Program and convert to shares of PepsiCo Common Stock on a one-for-one basis.
- (4)

## Edgar Filing: PEPSICO INC - Form 4

This amount relates to dividends credited to the reporting person's phantom stock account on various dates between March 1, 2014 and March 1, 2015 pursuant to PepsiCo's Director Deferral Program, at prices ranging from \$83.50 to \$95.74.

(5) This security is payable pursuant to the reporting person's election and the terms of PepsiCo's Director Deferral Program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.