

PEPSICO INC

Form 4

March 03, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tanner Kirk

(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)

03/01/2017

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) below)

President & COO, NAB

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) | 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| PepsiCo, Inc. Common Stock | 03/01/2017 | | A | 18,793 (1) | A \$ 0 | 90,022 | D |
| PepsiCo, Inc. Common Stock | 03/01/2017 | | A | 2,140 (2) | A \$ 0 | 92,162 | D |
| PepsiCo, Inc. Common Stock | 03/01/2017 | | F | 2,433 (3) | D \$ 109.745 | 89,729 | D |

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| | | | | | | | | |
|----------------------------|------------|---|---------------------|---|-------------|---------|------------|----------|
| PepsiCo, Inc. Common Stock | 03/01/2017 | F | <u>3,062</u> (4) | D | \$ 109.745 | 86,667 | D | |
| PepsiCo, Inc. Common Stock | 03/02/2017 | S | <u>5,500</u> (5) | D | \$ 110.1337 | 81,167 | D | |
| PepsiCo, Inc. Common Stock | | | | | | 490.243 | <u>(6)</u> | I 401(k) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Tanner Kirk PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | President & COO, NAB |

Signatures

/s/ Kirk Tanner

03/03/2017

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).

(1) 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, 2020 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.

(2) This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PSUs 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 PSUs.

(4) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of restricted stock units.

(5) The shares with respect to this transaction were sold at prices ranging from \$110.1310 and \$110.1410. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(6) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 2017.

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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