Popovici Silviu Form 4 March 05, 2018

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

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(b).

(Last)

1. Name and Address of Reporting Person * Popovici Silviu

Symbol

(Middle)

PEPSICO INC [PEP]

(Month/Day/Year) 03/01/2018

PEPSICO, INC., 700 ANDERSON HILL ROAD

(First)

(Street)

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

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

President, ESSA

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

PURCHASE, NY 10577

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orDisposed (Instr. 3, 4	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	03/01/2018		Code V A	Amount 17,448 (1)	(D)	Price	57,454	D	
PepsiCo, Inc. Common Stock	03/01/2018		A	13,793 (2)	A	\$0	71,247	D	
PepsiCo, Inc. Common Stock	03/01/2018		A	1,304 (3)	A	\$ 0	72,551	D	

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PepsiCo, Inc. Common Stock	03/01/2018	F	518 (4)	D	\$ 108.5605	72,033	D
PepsiCo, Inc. Common	03/01/2018	F	887 <u>(5)</u>	D	\$ 108.5605	71,146	D

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 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. Transact Code (Instr. 8)	5. 6. Date Exercisable on Number Expiration Date of (Month/Day/Year Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Popovici Silviu

PEPSICO, INC., 700 ANDERSON HILL ROAD President, ESSA

PURCHASE, NY 10577

Signatures

/s/ Cynthia A. Nastanski, Atty-in-Fact 03/05/2018

**Signature of Reporting Person Date

Reporting Owners 2

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.
- This number represents PSUs granted to the reporting person by 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 125% of the PSUs granted, depending on the performance level achieved.
- (3) This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PSUs granted in March 2015, as a result of exceeding pre-established performance targets.
- (4) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of PSUs.
- (5) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of restricted stock units.

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. 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.