

Johnston Hugh F
Form 4
March 05, 2019

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 *
Johnston Hugh F

(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)
03/01/2019

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 Chairman, EVP & CFO

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 (A) or (D) Price		
PepsiCo, Inc. Common Stock	03/01/2019		A		35,560 (1) \$ 0	209,820	D
PepsiCo, Inc. Common Stock	03/01/2019		A		23,685 (2) \$ 0	233,505	D
PepsiCo, Inc. Common Stock	03/01/2019		F		27,019 (3) \$ 115.8	206,486	D

PepsiCo,
Inc.
Common
Stock

268.1138 ⁽⁴⁾ I by 401(k)

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

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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 or Number of Shares
Phantom Stock Units	<u>(5)</u>	03/01/2019		A	705.2097 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	PepsiCo, Inc. Common Stock	705.2097

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnston Hugh F
PEPSICO, INC., 700 ANDERSON HILL ROAD
PURCHASE, NY 10577

Vice Chairman, EVP & CFO

Signatures

/s/ Cynthia A. Nastanski,
Attorney-in-Fact

03/05/2019

 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, 2022 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.

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- (2) This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PSUs granted in March 2016, 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) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 2019.
- (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 March 2, 2018 and March 1, 2019 pursuant to the EID, at prices ranging from \$107.05 to \$111.80.
- (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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