

Khan Mehmood
Form 4
October 24, 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
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khan Mehmood

(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)
10/22/2018

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 ____ Other (specify
below) below)
Vice Chair,EVP,CSO,Global R&D

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	10/22/2018		M	50,526	A \$ 66.5	173,702.06	D
PepsiCo, Inc. Common Stock	10/22/2018		M	13,283	A \$ 63.75	186,985.06	D
PepsiCo, Inc. Common Stock	10/22/2018		S	63,809	D \$ (1) 110.1348	123,176.06	D

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PepsiCo, Inc. Common Stock	10/22/2018	S	7,106	D	\$ <u>(2)</u> 110.4633	116,070.06	D	
PepsiCo, Inc. Common Stock	10/23/2018	M	57,305	A	\$ 63.75	173,375.06	D	
PepsiCo, Inc. Common Stock	10/23/2018	S	57,305	D	\$ <u>(3)</u> 110.0533	116,070.06	D	
PepsiCo, Inc. Common Stock	10/23/2018	S	40,075	D	\$ <u>(4)</u> 110.132	75,995.06	D	
PepsiCo, Inc. Common Stock						219.6063 <u>(5)</u>	I	401(k)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 66.5	10/22/2018		M	50,526	04/12/2013 04/11/2020	PepsiCo, Inc. Common Stock 50,526
Employee Stock	\$ 63.75	10/22/2018		M	13,283	03/01/2014 02/28/2021	PepsiCo, Inc. 13,283

Option
(right to
buy)

Common
Stock

Employee
Stock

Option \$ 63.75 10/23/2018
(right to
buy)

M 57,305 03/01/2014 02/28/2021

PepsiCo,
Inc. 57,305
Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Khan Mehmood
PEPSICO, INC., 700 ANDERSON HILL ROAD
PURCHASE, NY 10577

Vice Chair,EVP,CSO,Global R&D

Signatures

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

10/24/2018

__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) The shares with respect to this transaction were sold at prices ranging from \$110.00 and \$110.85, a portion of which were sold to cover option costs, taxes and broker commissions. 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.

(2) The shares with respect to this transaction were sold at prices ranging from \$110.40 and \$110.61, a portion of which were sold to cover taxes and broker commissions. 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.

(3) The shares with respect to this transaction were sold at prices ranging from \$110.00 and \$110.12, a portion of which were sold to cover option costs, taxes and broker commissions. 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.

(4) The shares with respect to this transaction were sold at prices ranging from \$110.00 and \$110.24, a portion of which were sold to cover taxes and broker commissions. 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.

(5) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of October 22, 2018.

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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