

Santilli Paula
 Form 3
 May 03, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Santilli Paula		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	05/01/2019		
PEPSICO, INC., 700 ANDERSON HILL ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
PURCHASE,Â NYÂ 10577		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO, Latin America		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	35,065 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	03/01/2019	02/28/2026	PepsiCo, Inc. Common Stock	7,777	\$ 98.75	D	Â
Employee Stock Option (right to buy)	10/01/2019	09/30/2026	PepsiCo, Inc. Common Stock	5,138	\$ 109	D	Â
Employee Stock Option (right to buy)	03/01/2020	02/28/2027	PepsiCo, Inc. Common Stock	3,936	\$ 109.75	D	Â
Employee Stock Option (right to buy)	03/01/2021	02/29/2028	PepsiCo, Inc. Common Stock	5,297	\$ 108.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Santilli Paula PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â CEO, Latin America	Â

Signatures

/s/ Paula Santilli 05/03/2019

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 includes: 1) 14,405 restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. (these RSUs are calculated on a one unit for one share basis; these RSUs vest at various dates through March 1, 2022; vesting of all RSUs is contingent upon the reporting person's continued employment with the company); 2) 5,571 performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. (these PSUs vest at various dates through 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); and 3) 15,089 shares of PepsiCo Common Stock held in a personal brokerage account.

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Remarks:
 ExhibitÂ List
 ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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.