

Khan Mehmood
Form 4
October 24, 2018

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) ___ Other (specify below)
Vice Chair,EVP,CSO,Global R&D

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
PepsiCo, Inc. Common Stock	10/22/2018		M		50,526	A	\$ 66.5
PepsiCo, Inc. Common Stock	10/22/2018		M		13,283	A	\$ 63.75
PepsiCo, Inc. Common Stock	10/22/2018		S		63,809	D	\$ 110.1348 (1)

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PepsiCo, Inc. Common Stock	10/22/2018	S	7,106	D	\$ 110.4633 (2)	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	\$ 110.0533 (3)	116,070.06	D	
PepsiCo, Inc. Common Stock	10/23/2018	S	40,075	D	\$ 110.132 (4)	75,995.06	D	
PepsiCo, Inc. Common Stock						219.6063 (5)	I	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
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 (right to buy)	\$ 63.75	10/23/2018	M	57,305	03/01/2014	02/28/2021			PepsiCo, Inc. Common Stock	57,305

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
Date: 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. 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.