

PEPSICO INC
Form 3
April 18, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Sankaran Vivek		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/08/2016		
PEPSICO, INC. 700 ANDERSON HILL ROAD			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Pres. & COO, FLNA	
PURCHASE, Â NY Â 10577			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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	49,566 ⁽¹⁾	D	Â
PepsiCo, Inc. Common Stock	1,766.5964 ⁽²⁾	I	401(k)

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	04/02/2015	03/31/2022	PepsiCo, Inc. Common Stock	6,316	\$ 66.5	D	Â
Employee Stock Option (right to buy)	03/01/2016	02/28/2023	PepsiCo, Inc. Common Stock	5,267	\$ 75.75	D	Â
Employee Stock Option (right to buy)	03/01/2017	02/29/2024	PepsiCo, Inc. Common Stock	12,113	\$ 79.75	D	Â
Employee Stock Option (right to buy)	03/01/2019	02/28/2026	PepsiCo, Inc. Common Stock	4,739	\$ 98.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sankaran Vivek PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â Pres. & COO, FLNA	Â

Signatures

/s/ Vivek Sankaran 04/18/2016

**Signature of Reporting Person Date

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) 35,042 restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc.; RSUs are calculated on a one unit for one share basis; these RSUs vest at various dates through March 1, 2019; vesting of all RSUs is contingent upon the reporting person's continued employment with the company; 2) 10,765 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, 2019 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) 3,759 shares of PepsiCo Common Stock held in an outside brokerage account.

(2) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of April 8, 2016.

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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