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| PEPSICO I | NC | | | | | | | | | | |
|--|---|---|--|---------------------------|--|------------------|--|---|---|--|--|
| Form 4 | | | | | | | | | | | |
| October 03, | , 2013 | | | | | | | | | | |
| FORM | / / / | | | | | | | | OMB AF | PROVAL | |
| | UNITED | STATES | | | AND EXCH 1, D.C. 20549 | | E CO | MMISSION | OMB Number: | 3235-0287 | |
| Check t if no lor subject Section Form 4 Form 5 | nger to STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Expires:January 31Estimated averageburden hours perresponse0.5 | |
| obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| a) of the P | ublic U | tility Hol | ne Securities Iding Compai t Company A | ny Ac | ct of 19 | Act of 1934, 935 or Section | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (I | Middle) | 3. Date o | f Earliest T | ransaction | | | (Check | an applicable |) | |
| 50 MAIN STREET, #635 | | | (Month/Day/Year) 10/01/2013 | | | | _ | _X_ Director10% Owner Officer (give titleOther (specify below)below) | | | |
| | (Street) | | | endment, D nth/Day/Yea | ate Original ^(r) | | A | Individual or Joi pplicable Line) &_Form filed by On | ne Reporting Per | rson | |
| WHITE PI | LAINS, NY 10606 | -1974 | | | | | Pe | Form filed by Mo prson | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative Secu | irities | Acquir | ed, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deeme (Month/Day/Year) Execution 2 any (Month/Da | | Date, if Transactioner Disposed of (D) Code (Instr. 3, 4 and 5) | | | d (A) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | |
| PepsiCo, Inc. Common Stock | 09/30/2013 | | | A | 153.8227 (1) | A | <u>(1)</u> | 6,470.1388 | D | | |
| PepsiCo, Inc. Common Stock | 10/01/2013 | | | А | 1,879.2283 (2) | A | \$ 0 | 8,349.3671 | D | | |

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

Persons who respond to the collection of
information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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) | 4. Transactic Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | Date | 7. Title Amour Underl Securit (Instr. 3 | nt of ying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| WEISSER ALBERTO 50 MAIN STREET #635 WHITE PLAINS, NY 10606-1974 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Cynthia A. Nastanski, Atty-in-Fact | 1 | 0/03/2013 | | | | | |
| **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).
- This number includes the phantom stock units acquired on various dates between October 1, 2012 and September 30, 2013 through
 (1) reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from \$69.33 to \$81.79, payable in shares of PepsiCo Common Stock on a one-for-one basis.

This number represents the filing person's phantom stock units received for service as a director that are payable in shares of PepsiCo(2) Common Stock on a one-for-one basis commencing on the first day of the calendar quarter following the first anniversary of the filing person's retirement or resignation from PepsiCo's Board of Directors.

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.