

PEPSICO INC
Form 4
March 04, 2014

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 *
TRUDELL CYNTHIA

(Last) (First) (Middle)
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)
03/01/2014

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)
EVP & Chief HR Officer

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 (A) or (D) Price		
PepsiCo, Inc. Common Stock	03/01/2014		F		19,238 (1) \$ 79.625	D	D
PepsiCo, Inc. Common Stock	03/01/2014		D		23,000 (2) \$ 0	D	D
PepsiCo, Inc. Common Stock	03/01/2014		A		13,459 (3) \$ 0	A	D

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PepsiCo, Inc. Common Stock	91	I	by Trust
PepsiCo, Inc. Common Stock	81.4706 ⁽⁴⁾	I	By 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
Phantom Stock Units	<u>(5)</u>	02/28/2014		A	379.1133 ⁽⁶⁾	<u>(7)</u>	<u>(7)</u>	PepsiCo, Inc. Common Stock	379.1133

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TRUDELL CYNTHIA 700 ANDERSON HILL ROAD PURCHASE, NY 10577	EVP & Chief HR Officer

Signatures

/s/ Cynthia A. Nastanski,
Atty-in-Fact
**Signature of Reporting Person

03/04/2014
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) This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of performance-based restricted stock units.
- (2) This number represents the performance-based restricted stock units that were canceled at the end of the performance period because the applicable performance targets were not met.

This number represents the PepsiCo Equity Performance units ("PEPunits") granted to the reporting person as a portion of her compensation from PepsiCo, Inc. These PEPunits will become vested on March 1, 2017 subject to absolute stock price performance and relative total shareholder return consistent with a pre-established payout scale determined for the three-year performance period and approved by the Compensation Committee. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PEPunits granted, depending on the level of performance achieved.

- (3) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of February 28, 2014.
- (4) These phantom units are held under the PepsiCo Director Deferral Program and convert to shares of PepsiCo Common Stock on a one-for-one basis.
- (5) This amount relates to dividends credited to the reporting person's phantom stock account on various dates between March 2, 2013 and February 28, 2014 pursuant to PepsiCo's Director Deferral Program, at prices ranging from \$76.15 to \$86.80.
- (6) This security is payable pursuant to the reporting person's election and the terms of PepsiCo's Director Deferral Program.

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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