

PEPSICO INC
Form 4
July 03, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston Hugh F

(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)
07/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

EVP PepsiCo & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
PepsiCo, Inc. Common Stock			Code V	Amount (D) Price	470.435 ⁽¹⁾	I	by 401(k)

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Security
Phantom Stock Units	(2)	06/30/2014		A	363.9941 (3)	(4) (4)	PepsiCo, Inc. Common Stock 30
Phantom Stock Units	(5)	07/01/2014		D	3,049.816 (5)	(5) (5)	PepsiCo, Inc. Common Stock 3,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnston Hugh F
700 ANDERSON HILL ROAD
PURCHASE, NY 10577

EVP PepsiCo & CFO

Signatures

/s/ Hugh F. Johnston 07/03/2014

**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) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of July 1, 2014.
- (2) These phantom units are held under the PepsiCo Executive Income Deferral Program (the "EID") and convert to shares of PepsiCo Common Stock on a one-for-one basis.
- (3) This amount relates to dividends credited to the reporting person's phantom stock account in the EID on various dates between March 2, 2014 and June 30, 2014 pursuant to the EID, at prices ranging from \$83.50 to \$89.34.
- (4) This security is payable pursuant to the reporting person's election and the terms of the EID.
- (5) This represents a cash settlement distribution on phantom stock units held under the EID acquired through voluntary deferrals of all or portions of the reporting person's 1996 and 2003 bonuses. The distribution elections were made by the reporting person in 2009 and 2003, respectively, in accordance with the terms of the EID. Each phantom stock unit was the economic equivalent of one share of PepsiCo Common Stock.
- (6)

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Reflects a decrease of .3162 in the total number of phantom units held, resulting from daily fluctuations in the market value of PepsiCo Common Stock.

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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