

Yawman David
 Form 3
 November 03, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 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	
Yawman David		(Month/Day/Year)	PEPSICO INC [PEP]	
(Last)	(First)	(Middle)	10/27/2017	
PEPSICO, INC., 700 ANDERSON HILL ROAD			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
PURCHASE, NY 10577			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP Gov Affairs, GC & Corp Sec	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line) <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	34,812 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	02/28/2019	PepsiCo, Inc. Common Stock	14,759	\$ 30.5	D	Â
Employee Stock Option (right to buy)	04/12/2013	04/11/2020	PepsiCo, Inc. Common Stock	25,263	\$ 66.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yawman David PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â EVP Gov Affairs, GC & Corp Sec	Â

Signatures

/s/ David
Yawman

11/03/2017

__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).

- This number includes: 1) 25,460 restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. (these RSUs are calculated on a one unit for one share basis; these RSUs vest at various dates through March 1, 2020; vesting of all RSUs is contingent upon the reporting person's continued employment with the company); 2) 5,352 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, 2020 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) 4,000 shares of PepsiCo Common Stock held in a personal brokerage account.
- (2) The option became exercisable in three equal annual installments beginning March 1, 2010.

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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