JOHNSON WILLIAM R
Form 4
October 03, 2018

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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 Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>JOHNSON WILLIAM R | 2. Issuer Name **and** Ticker or Trading Symbol<br>PEPSICO INC [PEP] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>__X__ Director    _____ 10% Owner<br>_____ Officer (give title   _____ Other (specify below)    below) |
| --- | --- | --- |
| (Last)    (First)    (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/01/2018 | |
| PEPSICO, INC., 700 ANDERSON HILL ROAD | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| PURCHASE, NY 10577 | | |
| (City)    (State)    (Zip) | | |

**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) |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| PepsiCo, Inc. Common Stock | 09/28/2018 | | A | | 189.1528 (1) | A | (1) | 9,291.6388 | D | |
| PepsiCo, Inc. Common Stock | 10/01/2018 | | A | | 1,625.8693 (2) | A | $ 0 | 10,917.5081 | D | |
| PepsiCo, Inc. Common Stock | | | | | | | | 187 | I | Held in Revocable Trust |

| | | | | |
|---|---|---|---|---|
| PepsiCo, Inc. Common Stock | | 238 | I | Held in Johnson Family 2012 Trust 1A |
| PepsiCo, Inc. Common Stock | | 238 | I | Held in Johnson Family 2012 Trust 2A |

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 form displays a currently valid OMB control number.**

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(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 Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | Code | V | (A) | (D) | | | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| JOHNSON WILLIAM R PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Cynthia A. Nastanski, Atty-in-Fact | 10/03/2018 |
| **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)**    This number includes the phantom stock units acquired on various dates between October 1, 2017 and September 28, 2018 through reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from $107.05 to $117.99, payable in shares of PepsiCo Common Stock on a one-for-one basis.

**(2)**    This number represents the filing person's phantom stock units received for service as a director that are payable in shares of PepsiCo 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.