Santilli Paula
Form 3
May 03, 2019

FORM 3

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

OMB APPROVAL

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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 *
Â Santilli Paula

(Last) (First) (Middle)

PEPSICO, INC., 700 ANDERSON HILL ROAD

(Street)

PURCHASE,Â NYÂ 10577

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/01/2019

3. Issuer Name **and** Ticker or Trading Symbol
PEPSICO INC [PEP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
CEO, Latin America

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

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 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	35,065 (1)	D	Â

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	03/01/2019	02/28/2026	PepsiCo, Inc. Common Stock	7,777	$ 98.75	D	Â
Employee Stock Option (right to buy)	10/01/2019	09/30/2026	PepsiCo, Inc. Common Stock	5,138	$ 109	D	Â
Employee Stock Option (right to buy)	03/01/2020	02/28/2027	PepsiCo, Inc. Common Stock	3,936	$ 109.75	D	Â
Employee Stock Option (right to buy)	03/01/2021	02/29/2028	PepsiCo, Inc. Common Stock	5,297	$ 108.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Santilli Paula PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE,Â NYÂ 10577	Â	Â	Â CEO, Latin America	Â

Signatures

/s/ Paula Santilli	05/03/2019
**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).

(1) This number includes: 1) 14,405 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, 2022; vesting of all RSUs is contingent upon the reporting person's continued employment with the company); 2) 5,571 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, 2022 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) 15,089 shares of PepsiCo Common Stock held in a personal brokerage account.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.

Explanation of Responses: