Khan Mehmood
Form 4
October 24, 2018

FORM 4

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Khan Mehmood

(Last) (First) (Middle)

PEPSICO, INC., 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)
10/22/2018

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 below) _____ Other (specify below)
Vice Chair,EVP,CSO,Global R&D

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)
			Code	V	Amount	(A) or (D)	Price			
PepsiCo, Inc. Common Stock	10/22/2018		M		50,526	A	$ 66.5	173,702.06	D	
PepsiCo, Inc. Common Stock	10/22/2018		M		13,283	A	$ 63.75	186,985.06	D	
PepsiCo, Inc. Common Stock	10/22/2018		S		63,809	D	$ 110.1348 (1)	123,176.06	D	

PepsiCo, Inc. Common Stock	10/22/2018		S	7,106	D	$ 110.4633 (2)	116,070.06	D	
PepsiCo, Inc. Common Stock	10/23/2018		M	57,305	A	$ 63.75	173,375.06	D	
PepsiCo, Inc. Common Stock	10/23/2018		S	57,305	D	$ 110.0533 (3)	116,070.06	D	
PepsiCo, Inc. Common Stock	10/23/2018		S	40,075	D	$ 110.132 (4)	75,995.06	D	
PepsiCo, Inc. Common Stock							219.6063 (5)	I	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
Employee Stock Option (right to buy)	$ 66.5	10/22/2018		M			50,526	04/12/2013	04/11/2020	PepsiCo, Inc. Common Stock	50,526
Employee Stock	$ 63.75	10/22/2018		M			13,283	03/01/2014	02/28/2021	PepsiCo, Inc.	13,283

Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	$ 63.75	10/23/2018		M	57,305	03/01/2014	02/28/2021	PepsiCo, Inc. Common Stock	57,305

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khan Mehmood PEPSICO, INC., 700 ANDERSON HILL ROAD PURCHASE, NY 10577			Vice Chair,EVP,CSO,Global R&D	

Signatures

/s/ Cynthia A. Nastanski, Attorney-in-Fact	10/24/2018
**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) The shares with respect to this transaction were sold at prices ranging from $110.00 and $110.85, a portion of which were sold to cover option costs, taxes and broker commissions. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(2) The shares with respect to this transaction were sold at prices ranging from $110.40 and $110.61, a portion of which were sold to cover taxes and broker commissions. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(3) The shares with respect to this transaction were sold at prices ranging from $110.00 and $110.12, a portion of which were sold to cover option costs, taxes and broker commissions. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(4) The shares with respect to this transaction were sold at prices ranging from $110.00 and $110.24, a portion of which were sold to cover taxes and broker commissions. Upon request, the reporting person will provide to the Securities and Exchange Commission staff, the Company, or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(5) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of October 22, 2018.

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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