SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
POHLAD ROBERT C
(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]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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	08/05/2026		A		398.3229	A	[1]	189,758.0862	D	
PepsiCo, Inc. Common Stock	08/06/2026		J[2]		900,000	D	$0	0	I	Held in Limited Liability Company
PepsiCo, Inc. Common Stock	08/06/2026		J		79,731[3]	A	$0	79,731	I	Held By Revocable Trust[4]
PepsiCo, Inc. Common Stock								27	I	Held by spouse

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This number includes the phantom stock units acquired between March 3, 2026 and August 5, 2026, at prices ranging from $135.40 to $155.29, through reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, payable in shares of PepsiCo Common Stock on a one-for-one basis.

2. Reflects transfers of 900,000 shares of PepsiCo Common Stock held by a limited liability company ("LLC 1") to certain member beneficiaries of LLC 1 for no consideration for tax planning purposes (the "Distribution"). In prior reports, the reporting person reported beneficial ownership of 900,000 shares of PepsiCo Common Stock held by a limited liability company ("LLC 2"). On August 6, 2026, prior to the Distribution, such 900,000 shares were transferred by LLC 2 to LLC 1 (the sole member of LLC 2), reflecting a change in form of indirect beneficial ownership.

3. Represents shares received in the Distribution.

4. Held by a revocable trust of which the reporting person is sole trustee and beneficiary.

Remarks:

/s/ Cynthia A. Nastanski, Attorney-in-Fact — 08/07/2026
** Signature of Reporting Person — Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.