

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

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

1. Name and Address of Reporting Person* <u>NOOYI INDRA K</u> (Last) (First) (Middle) <u>700 ANDERSON HILL ROAD</u> (Street) <u>PURCHASE NY 10577</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PEPSICO INC [PEP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2014</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/01/2014		F		31,039 ⁽¹⁾	D	\$79.625	588,829	D	
PepsiCo, Inc. Common Stock	03/01/2014		D		36,765 ⁽²⁾	D	\$0.00	552,064	D	
PepsiCo, Inc. Common Stock	03/01/2014		A		108,673 ⁽³⁾	A	\$0.00	660,737	D	
PepsiCo, Inc. Common Stock								6,961.6116 ⁽⁴⁾	I	by 401(k)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(5)	02/28/2014		A		1,280.6701 ⁽⁶⁾	(7)	(7)	PepsiCo, Inc. Common Stock	1,280.6701	\$0.00 ⁽⁶⁾	48,325.1373	D	

Explanation of Responses:

1. This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of performance-based restricted stock units.

2. This number represents the performance-based restricted stock units that were canceled at the end of the performance period because the applicable performance targets were not met.

3. This number represents the PepsiCo Equity Performance units ("PEPunits") granted to the reporting person as a portion of her compensation from PepsiCo, Inc. These PEPunits will become vested on March 1, 2017 subject to absolute stock price performance and relative total shareholder return consistent with a pre-established payout scale determined for the three-year performance period and approved by the Compensation Committee. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PEPunits granted, depending on the level of performance achieved.

4. Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of February 28, 2014.

5. These phantom units are held under the PepsiCo Executive Income Deferral Program and convert to shares of PepsiCo Common Stock on a one-for-one basis.

6. This amount relates to dividends credited to the reporting person's phantom stock account on various dates between March 2, 2013 and February 28, 2014 pursuant to PepsiCo's Executive Income Deferral Program, at prices ranging from \$76.15 to \$86.80.

7. This security is payable pursuant to the reporting person's election and the terms of PepsiCo's Executive Income Deferral Program.

Remarks:

/s/ Cynthia A. Nastanski, Atty-in-Fact

03/04/2014

** 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.