

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Laguarta Ramon</u> (Last) (First) (Middle) <u>700 ANDERSON HILL ROAD</u> (Street) <u>PURCHASE NY 10577</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/05/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>PEPSICO INC [PEP]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, PepsiCo Europe</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)	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
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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)
<u>PepsiCo, Inc. Common Stock</u>	<u>117,892⁽¹⁾⁽²⁾</u>	<u>D</u>	

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>03/01/2014</u>	<u>02/28/2021</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>16,941</u>	<u>63.75</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>04/12/2013</u>	<u>04/11/2020</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>19,066</u>	<u>66.5</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2012</u>	<u>01/31/2019</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>743</u>	<u>53</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2011</u>	<u>01/31/2018</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>2,830</u>	<u>53</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2011</u>	<u>01/31/2018</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>10,755</u>	<u>68.75</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2010</u>	<u>01/31/2017</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>17,221</u>	<u>65</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>02/01/2009</u>	<u>01/31/2016</u>	<u>PepsiCo, Inc. Common Stock</u>	<u>11,701</u>	<u>57.5</u>	<u>D</u>	

Explanation of Responses:

1. This number includes: 1) 80,077 restricted stock units ("RSUs") granted to the reporting person as a portion of his compensation prior to becoming a reporting person at PepsiCo, Inc. (these RSUs are calculated on a one unit for one share basis and vest at various dates through Sept. 20, 2017); 2) 2,556 performance-based stock units ("PSUs") granted to the reporting person as a portion of his compensation prior to becoming a reporting person at PepsiCo, Inc. (these PSUs will vest on Apr. 2, 2015 contingent upon the achievement of pre-established performance targets over the applicable performance period and Compensation Committee approval; the reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 150% of the PSUs granted, depending on the performance level achieved); TO BE CONTINUED ON FOOTNOTE #2

2. 3) 22,385 PepsiCo Equity Performance Units ("PEPunits") granted to the reporting person as a portion of his compensation prior to becoming a reporting person at PepsiCo, Inc. (these PEPunits will become vested at various dates through Mar. 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); and 4) 12,874 shares of PepsiCo Common Stock held in personal brokerage accounts.

Remarks:

/s/ Cynthia A. Nastanski, Atty-in-Fact 01/13/2015

** 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 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).

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned, an officer or director, or both, of PepsiCo, Inc. ("PepsiCo") hereby constitutes and appoints each of Tony West, Cynthia A. Nastanski and Heather A. Hammond, and each of them severally, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer, or both, of PepsiCo, Forms 3, 4, 5 and 144 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or 144 and timely file such form with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is PepsiCo assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by PepsiCo, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned

* * *

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has executed this instrument on the date indicated opposite his or her name.

/s/ Ramon Laguarta January 5, 2015
Ramon Laguarta
Chief Executive Officer,
PepsiCo Europe