FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHA	NGES IN BENEFIC	IAL OWNERSHIP

OMB APPRO	VAL								
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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).

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

1. Name and Address of Reporting Person* VASELLA DANIEL							2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]											Person(s) to Issuer 10% Owner		
(Last) (First) (Middle) 700 ANDERSON HILL ROAD						3. Date of Earliest Transaction (Month/Day/Year) 10/01/2014													Other (specify below)	
					_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check A Line) X Form filed by One Reporting Pers Form filed by More than One Reporting Person											son			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date						Execution Date,									Beneficially Owned Followin			Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
											Amount	(A) or (D)		Price	Tra	Transaction(s)			(Instr. 4)	
PepsiCo, Inc. Common Stock 09/30/20						14			A		430.3972	(1) A		(1	42,515.0262		62	D		
inc. Com	non Stoo	ck		10/01/2	014				Α		1,780.895	8(2)	A \$0.00 44,295.922					D		
		Та	ble II												y Owne	ed				
	e (Month/Day/Year)		Execut if any	Execution Date, If any C (Month/Day/Year) 8			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expira (Mont	ation D	ate Year)	Amour		ount	Derivativ Security	ve derivat Securi Benefi Owned Follow Report Transa	tive ties cially I ing ted action(s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
	ERSON I	(First) (First) (ERSON HILL ROUSE NY (State) (State) (State) (State) (Common Storman S	(First) (ERSON HILL ROAD SE NY 1 (State) (Table ecurity (Instr. 3) Inc. Common Stock Inc. Common	(First) (Middle) ERSON HILL ROAD SE NY 10577 (State) (Zip) Table I - N ecurity (Instr. 3) Inc. Common Stock Inc. Common Stock Table II 2. Conversion or Exercise Price of Date (Month/Day/Year) Fixe of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ERSON HILL ROAD SE NY 10577 (State) (Zip) Table I - Non-Deriv ecurity (Instr. 3) 2. Transact Date (Month/Day) Inc. Common Stock 09/30/2 Table II - Derivative (e.g., p) 2. Tansaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) ERSON HILL ROAD Table I - Non-Derivative ecurity (Instr. 3) Common Stock 10/01/2014 Table II - Derivative S (e.g., puts, common or Exercise Price of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date (Road Price of Date (Month/Day/Year) 3. Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) (First) (Middle) ERSON HILL ROAD Table I - Non-Derivative Security (Instr. 3) Table II - Non-Derivative Security Table II - Derivative Security Table II - Derivative Security 3. Date of 10/01/20 4. If Amendation Date (Month/Day/Year) 2A. Dresecutify (Month/Day/Year) Table II - Derivative Security 3. Transaction Date (E.g., puts, calls, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)	Common Stock 10/01/2014 Common Stock 10/01/2014	Conversion or Exercise Price of Derivative Security Security	PEPSICO INC PEP	PEPSICO INC PEP	Code V Amount Code Common Stock 10/01/2014 A 1,780.895 Code Conversion or Exercise Price of Date (Month/Day/Year) S. Date Exercisable and Expiration Da	PEPSICO INC PEP	Code Namount Namount	Common Stock 10/01/2014 A 1,780.8958(2) A \$0.	PEPSICO INC PEP	PEPSICO INC PEP	Check all applicable X Director Officer (give title below)	PEPSICO INC PEP Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable X Director 10% Cofficer (give title below) Check all applicable Check all applicable 10% Cofficer (give title below) Check all applicable Ch	

Explanation of Responses:

- 1. This number includes the phantom stock units acquired on various dates between June 2, 2014 and September 30, 2014 through reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from \$89.34 to \$93.09, payable in shares of PepsiCo Common Stock on a one-for-one basis.
- 2. This number represents the filing person's phantom stock units received for service as a director that are payable in shares of PepsiCo Common Stock on a one-for-one basis commencing on the first day of the calendar quarter following the first anniversary of the filing person's retirement or resignation from PepsiCo's Board of Directors.

Remarks:

/s/ Cynthia A. Nastanski, Atty-10/03/2014 in-Fact

** 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.