

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).

**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

<b>1. Name and Address of Reporting Person*</b> <u>Tanner Kirk</u> _____ (Last) (First) (Middle) <u>PEPSICO, INC., 700 ANDERSON HILL ROAD</u> _____ (Street) <u>PURCHASE NY 10577</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PEPSICO INC [ PEP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, PBNA</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/01/2019</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	03/01/2019		A		17,922 <sup>(1)</sup>	A	\$0.00	114,083	D	
PepsiCo, Inc. Common Stock	03/01/2019		A		3,999 <sup>(2)</sup>	A	\$0.00	118,082	D	
PepsiCo, Inc. Common Stock	03/01/2019		A		3,534 <sup>(3)</sup>	A	\$0.00	121,616	D	
PepsiCo, Inc. Common Stock	03/01/2019		F		4,737 <sup>(4)</sup>	D	\$115.8	116,879	D	
PepsiCo, Inc. Common Stock	03/01/2019		F		4,186 <sup>(5)</sup>	D	\$115.8	112,693	D	
PepsiCo, Inc. Common Stock	03/01/2019		F		10,501 <sup>(6)</sup>	D	\$115.8	102,192	D	
PepsiCo, Inc. Common Stock								520.1735 <sup>(7)</sup>	I	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					

**Explanation of Responses:**

- This number represents the performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc. These PSUs will become vested on March 1, 2022 contingent upon the achievement of pre-established performance targets over a three-year performance period and Compensation Committee approval. The reporting person may receive a number of shares of PepsiCo Common Stock from 0% to 175% of the PSUs granted, depending on the performance level achieved.
- This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PSUs granted in March 2016, as a result of exceeding pre-established performance targets.
- This number represents the shares of PepsiCo Common Stock acquired upon vesting of additional PSUs granted in May 2016, as a result of exceeding pre-established performance targets.
- This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of PSUs granted in March 2016.
- This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of PSUs granted in May 2016.
- This number represents shares of PepsiCo Common Stock withheld to satisfy the tax withholding obligation due upon vesting of restricted stock units.
- Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of March 1, 2019.

**Remarks:**

/s/ Cynthia A. Nastanski 03/05/2019  
Attorney-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.**