FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

PepsiCo, Inc. Common Stock Pe								` '			' '								
Class (First) (Middle) 3 Date of Earliest Transaction (Month/Day/Year) 100172017 4 If Amendment, Date of Original Field (Month/Day/Year) 6 Individual or Joint/Group Filing (Check Applicable Incompanies) 2													(Che	(Check all applicable)					
A. If Amendment, Date of Original Filed (Month/Day/Year) Scale Cipy Cip	PEPSICO, INC.				l ' ' '									er (give title Othe		Other	(specify		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(Street)				4. 1	Line) X Form filed by One Reporting Pe Form filed by More than One Re									orting Pers	on			
2. Transaction Date (Month/Day/Year) 2. Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Dat	(City)	(St	tate) (Zip)												reis				
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- 1. This number includes the phantom stock units acquired on various dates between October 1, 2016 and September 29, 2017 through reinvestment of dividend equivalents pursuant to the PepsiCo Director Deferral Program, at prices ranging from \$104.56 to \$115.49, 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-10/03/2017 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.