

PEPSICO INC
Form 3
April 18, 2016

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Sankaran Vivek

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/08/2016

3. Issuer Name **and** Ticker or Trading Symbol
PEPSICO INC [PEP]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

PEPSICO, INC. 700
ANDERSON HILL ROAD

(Street)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Pres. & COO, FLNA

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

PURCHASE,Â NYÂ 10577

(City)

(State)

(Zip)

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)

PepsiCo, Inc. Common Stock

49,566 ⁽¹⁾

D

Â

PepsiCo, Inc. Common Stock

1,766.5964 ⁽²⁾

I

401(k)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

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

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	04/02/2015	03/31/2022	PepsiCo, Inc. Common Stock	6,316	\$ 66.5	D	Â
Employee Stock Option (right to buy)	03/01/2016	02/28/2023	PepsiCo, Inc. Common Stock	5,267	\$ 75.75	D	Â
Employee Stock Option (right to buy)	03/01/2017	02/29/2024	PepsiCo, Inc. Common Stock	12,113	\$ 79.75	D	Â
Employee Stock Option (right to buy)	03/01/2019	02/28/2026	PepsiCo, Inc. Common Stock	4,739	\$ 98.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sankaran Vivek PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Â	Â	Â Pres. & COO, FLNA	Â

Signatures

/s/ Vivek
Sankaran

04/18/2016

Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) This number includes: 1) 35,042 restricted stock units ("RSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc.; RSUs are calculated on a one unit for one share basis; these RSUs vest at various dates through March 1, 2019; vesting of all RSUs is contingent upon the reporting person's continued employment with the company; 2) 10,765 performance-based restricted stock units ("PSUs") granted as a portion of the reporting person's compensation from PepsiCo, Inc.; these PSUs vest at various dates through March 1, 2019 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; and 3) 3,759 shares of PepsiCo Common Stock held in an outside brokerage account.

(2) Reflects the number of shares held under the reporting person's account in the PepsiCo Savings Plan as of April 8, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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