

PEPSICO INC
Form 3
January 13, 2015

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Laguarda Ramon | | (Month/Day/Year) | PEPSICO INC [PEP] | |
| (Last) | (First) | 01/05/2015 | | |
| 700 ANDERSON HILL ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PURCHASE,Â NYÂ 10577 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CEO, PepsiCo Europe | |

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 | 117,892 <u>(1)</u> <u>(2)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|-------------------------------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | 03/01/2014 | 02/28/2021 | PepsiCo, Inc. Common Stock | 16,941 | \$ 63.75 | D | Â |
| Employee Stock Option (right to buy) | 04/12/2013 | 04/11/2020 | PepsiCo, Inc. Common Stock | 19,066 | \$ 66.5 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2012 | 01/31/2019 | PepsiCo, Inc. Common Stock | 743 | \$ 53 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2011 | 01/31/2018 | PepsiCo, Inc. Common Stock | 2,830 | \$ 53 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2011 | 01/31/2018 | PepsiCo, Inc. Common Stock | 10,755 | \$ 68.75 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2010 | 01/31/2017 | PepsiCo, Inc. Common Stock | 17,221 | \$ 65 | D | Â |
| Employee Stock Option (right to buy) | 02/01/2009 | 01/31/2016 | PepsiCo, Inc. Common Stock | 11,701 | \$ 57.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Laguarta Ramon 700 ANDERSON HILL ROAD PURCHASE, NY 10577 | Â | Â | Â CEO, PepsiCo Europe | Â |

Signatures

/s/ Cynthia A. Nastanski,
Atty-in-Fact

01/13/2015

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).

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

(1) 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.

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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