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PEPSICO II Form 4 July 22, 201 FORN Check th if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	A 4 UNITED his box nger to 16. or stinue. ruction	IENT O resuant to S (a) of the	Wa F CHAN Section 1 Public U	shingt NGES SEC 16(a) o ftility l	ton, IN CUR of th Hole	, D.C. 209 BENEFI RITIES de Securit	549 CIA ies E ipany	L OW	COMMISSION W NERSHIP OF ge Act of 1934, of 1935 or Section 040	OMB Number: Expires: Estimated a burden hou response	irs per		
	Address of Reporting	Person <u>*</u>	2. Issue	er Name	and	1 Ticker or	Tradin	ıg	5. Relationship of	Reporting Per	son(s) to		
POHLAD ROBERT C			Symbol PEPSICO INC [PEP]						Issuer (Check all applicable)				
(Last)				of Earliest Transaction									
				nth/Day/Year) 20/2016					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
Filed(Mo				nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	SE, NY 10577	(7:)							Person				
(City)	(State)	(Zip)			on-I				equired, Disposed of		-		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	Code (Instr.	8)	4. Securit: on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	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)		
PepsiCo, Inc. Common Stock	07/20/2016			G	V	10,721 (1)	A	\$ 0	247,263.7829	D			
PepsiCo, Inc. Common Stock									900,000	Ι	Held in Limited Liability Company		
PepsiCo, Inc. Common Stock									27	I	Held by spouse		

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

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 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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amour Underl Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POHLAD ROBERT C PEPSICO, INC. 700 ANDERSON HILL ROAD PURCHASE, NY 10577	Х						
Signatures							
/s/ Cynthia A. Nastanski, Atty-in-Fact		07/22/2016					

Explanation of Responses:

**Signature of Reporting Person

* 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).

Date

This number represents shares of PepsiCo, Inc. Common Stock transferred to the reporting person as an annual annuity distribution under(1) a grantor retained annuity trust established by the reporting person in 2008. The timing and amount of annuity distributions is determined by the trust's independent trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.