

Save Draft

Clear Form

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

OMB APPROVAL OMB Number: 3235-0101 Expires: June 30, 2020 Estimated average burden hours per response: 1.00

FORM 144 NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

SEC USE ONLY DOCUMENT SEQUENCE NO. CUSIP NUMBER WORK LOCATION

Form fields for issuer information: 1 (a) NAME OF ISSUER (PepsiCo Inc.), (b) IRS IDENT NO (131584302), (c) S E C FILE NO (001-01183), (d) ADDRESS OF ISSUER (700 Anderson Hill Rd Purchase, NY 10577), (e) TELEPHONE NO (914 253-2000), 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (Eugene Willemsen), RELATIONSHIP TO ISSUER (Officer), (c) ADDRESS STREET (700 Anderson Hill Rd), CITY (Purchase), STATE (NY), ZIP CODE (10577)

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

Table with 8 columns: (a) Title of the Class of Securities To Be Sold, (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities, SEC USE ONLY Broker-Dealer File Number, (c) Number of Shares or Other Units To Be Sold, (d) Aggregate Market Value, (e) Number of Shares or Other Units Outstanding, (f) Approximate Date of Sale, (g) Name of Each Securities Exchange. Row 1: Common, Morgan Stanley Smith Barney LLC, 1 New York Plaza, 38th Fl. New York, NY 10004, 7,800, 1,053,000, 1,389,544,618, 5/18/20, Nasdaq.

INSTRUCTIONS:

- 1 (a) Name of issuer (b) Issuer's I.R.S. Identification Number (c) Issuer's S.E.C. file number, if any (d) Issuer's address, including zip code (e) Issuer's telephone number, including area code

- 2 (a) Name of person for whose account the securities are to be sold (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) (c) Such person's address, including zip code

- 3 (a) Title of the class of securities to be sold (b) Name and address of each broker through whom the securities are intended to be sold (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount) (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer (f) Approximate date on which the securities are to be sold (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

NY 03 8962561 07/17

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	5/18/20	Sale	Issuer	7,800	5/18/20	N/A

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

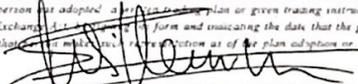
**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a ~~beneficial ownership~~ plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, he shall file a separate form and indicating the date that the plan was adopted or the instruction given, that ~~is~~ is filed with the Commission as of the plan adoption or instruction date.

5/18/20  
DATE OF NOTICE  
DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10b5-1

  
(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

11/03 (REVISED) 07/17