

PEPSICO INC  
Form FWP  
February 26, 2009

Issuer Free Writing Prospectus  
Filed Pursuant to Rule 433  
Registration Statement No. 333-154314  
February 25, 2009

PepsiCo, Inc.  
\$1,000,000,000 3.75% Senior Notes Due March 1, 2014

Issuer:	PepsiCo, Inc.
Title of Securities:	3.75% Senior Notes Due 2014
Ratings:	Aa2 (Stable) by Moody's Investors Service, Inc. and A+ (Stable) by Standard & Poor's Rating Services
Trade Date:	February 25, 2009
Settlement Date (T+3):	March 2, 2009
Maturity Date:	March 1, 2014
Aggregate Principal Amount Offered:	\$1,000,000,000
Price to Public (Issue Price):	99.788%
Proceeds to PepsiCo (Before Expenses):	\$997,880,000
Benchmark Treasury:	1.750% Treasury Notes due January 31, 2014
Benchmark Treasury Yield:	1.997%
Spread to Treasury:	180 bps
Re-offer Yield:	3.797%
Coupon:	3.75%
Interest Payment Dates:	Semi-annually on each March 1 and September 1, commencing on September 1, 2009

---

Optional Redemption:	Make-whole call at any time, at the greater of 100% of the principal amount of the notes being redeemed or discounted present value at Treasury rate plus 30 basis points
Minimum Denomination:	\$2,000 and integral multiples of \$1,000
Daycount Fraction:	30 / 360
CUSIP/ISIN:	713448 BK3 / US713448BK37
Joint Bookrunners:	Morgan Stanley & Co. Incorporated, Muriel Siebert & Co., Inc. and UBS Securities LLC
Co-Managers:	Banco Bilbao Vizcaya Argentaria, S.A., BNP Paribas Securities Corp., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc. and Loop Capital Markets, LLC

**An explanation of the significance of ratings may be obtained from the ratings agencies. Generally, ratings agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to review, revision, suspension, reduction or withdrawal at any time by Moody's and Standard & Poor's. Each of the security ratings above should be evaluated independently of any other security rating.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649 (institutional investors), UBS Securities LLC toll-free at 1-877-827-6444 (extension 561-3884), or Muriel Siebert & Co., Inc. toll-free at 1-800-872-0444.**

**Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**