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PEPSICO IN	IC										
Form 4											
February 13,	2008										
FORM			SECUD				NCEC	OMMISSION		PPROVAL	
Check thi	UNITED	SIAIES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
if no long	er								Expires:	January 31, 2005	
subject to Section 10 Form 4 or	6. SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES								iverage rs per 0.5	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a	a) of the I	Public Ut		ling Con	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type R	Responses)										
THOMPSON LARRY D Sy			2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	/liddle)	3. Date of Earliest Transaction (C					(Check	eck all applicable)		
				/Day/Year) /2008				Director 10% Owner XOfficer (give title Other (specify below) below) SVP Gov Affairs and Secretary			
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
PURCHASE								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			(A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
PepsiCo, Inc. Common Stock	02/11/2008			F <u>(1)</u>		D	\$ 70.25	51,664	D		
PepsiCo, Inc. Common Stock								127.83 <u>(2)</u>	I	By 401(k)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or		ate	7. Title Amour Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo
				Disposed of (D) (Instr. 3, 4, and 5)				Amount		Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
THOMPSON LARRY D 700 ANDERSON HILL ROAD PURCHASE, NY 10577			SVP Gov Affairs and Secretary				
Signatures							
/s/ Thomas H. Tamoney, Jr., Atty-in-Fact		02/13/2	008				
**Signature of Reporting Person		Date					
Explanation of Dechanges							

Explanation of Responses:

* 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).

(1) Payment of tax liability due upon vesting of restricted stock units by witholding shares of PepsiCo Common Stock.

(2) Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 02/01/2008.

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.