

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

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| 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 |

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| 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. 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.

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