

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

September 24, 2004

Date of Report (Date of earliest event reported)

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation)

1-1183
(Commission File Number)

13-1584302
(IRS Employer Identification No.)

700 Anderson Hill Road, Purchase, New York 10577

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (914) 253-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written Communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14a-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

The information in Exhibit 99.1 is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release, dated September 24, 2004, regarding a product recall by Frito-Lay, Inc., a subsidiary of PepsiCo, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 24, 2004

PepsiCo, Inc.

By:

/S/ Robert E. Cox
Robert E. Cox

INDEX TO EXHIBITS

Exhibit Number

Description

99.1

Press release, dated September 24, 2004, regarding a product recall by Frito-Lay, Inc., a subsidiary of PepsiCo, Inc.

Frito-Lay Recalls Tostitos Monterey Jack Queso Dip Due to Health Risk

(Plano, TX) September 24, 2004 – Frito-Lay announced the voluntary recall of Tostitos Monterey Jack Queso Dip due to the potential for the product to be underprocessed. While no illnesses have been reported, there is a possibility that the product could be contaminated with harmful microorganisms. The company is now retrieving the product from its distribution system and store shelves.

The recall extends to only Tostitos Monterey Jack Queso Dip distributed nationally. This is a white cheese dip in a 15 ¼ ounce glass jar with a blue label. The specific jars have a freshness date of April 8, 2005 through June 16, 2005, which is printed on the shoulder of the jar below the lid. Product within these time codes should not be eaten even if it does not look or smell spoiled.

No other Tostitos dip and salsa products are affected. Tostitos Tortilla Chips are not affected.

The company has notified the Food and Drug Administration of its voluntary action and is in the process of identifying and correcting the cause of the potential underprocessing.

Consumers with this product should return it for a full refund to the retail outlet where it was purchased. Consumers who want more information may call Frito-Lay Consumer Affairs, 1-800-352-4477.

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