
**UNITED STATES
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**

February 1, 2008

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 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Ian M. Cook and Lloyd G. Trotter were elected to PepsiCo, Inc.'s ("PepsiCo") Board of Directors on February 1, 2008 and will join PepsiCo's Board and Audit Committee as independent directors effective March 14, 2008.

Upon joining the Board on March 14, 2008, Messrs. Cook and Trotter will each receive the standard award for new non-employee directors under PepsiCo's previously disclosed non-employee director compensation program. Under this program, Messrs. Cook and Trotter will each receive a pro rated annual retainer of \$75,000, an initial stock award of 1,000 shares of PepsiCo Common Stock and a number of phantom stock units determined by dividing \$112,500 by the closing price of PepsiCo Common Stock on March 14, 2008. Each phantom stock unit is intended to be the economic equivalent of a share of PepsiCo Common Stock.

The information in Exhibit 99.1 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 – Press Release issued by PepsiCo, Inc., dated February 1, 2008.

SIGNATURES

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: February 1, 2008

PepsiCo, Inc.

By: /s/ Thomas H. Tamoney, Jr.

Thomas H. Tamoney, Jr.

Vice President, Deputy General Counsel and
Assistant Secretary

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by PepsiCo, Inc., dated February 1, 2008.



Tropicana



News from
PEPSICO

Purchase, New York Telephone: 914-253-3249 www.pepsico.com

Contact: Jim Paymar
Senior Vice President, Corporate Communications

**PEPSICO ANNOUNCES
IAN COOK AND LLOYD TROTTER
ELECTED TO BOARD OF DIRECTORS**

PURCHASE, N.Y., Feb. 1, 2008 – PepsiCo announced the election of Ian M. Cook and Lloyd G. Trotter to its board of directors, following today's board meeting.

Messrs. Cook and Trotter will join the board effective March 14, 2008.

Ian M. Cook, 55, is presently president and chief executive officer of Colgate-Palmolive Company, a \$12 billion dollar business with 34,000 employees globally and is one of the world's oldest and respected consumer products companies.

Mr. Cook joined Colgate in 1976 and progressed through marketing and other management roles in the United Kingdom, the United States and the Philippines. Mr. Cook became chief operating officer in 2004, with responsibility for operations in North America, Europe, Central Europe, Asia, and Africa.

In 2005 he was promoted to president and chief operating officer, responsible for all Colgate operations worldwide. Mr. Cook became chief executive officer in July 2007.

Mr. Cook is a graduate of London University (Guildhall).

Lloyd G. Trotter, 61, after a 37 year career with General Electric, is retiring from his current post as vice chairman at the end of February. Mr. Trotter simultaneously held the positions of president and chief executive officer of GE Industrial, a \$28 billion business with nearly 80,000 employees worldwide.

Prior to his current role, Mr. Trotter was executive vice president of Operations where he led efforts to improve operational excellence across GE's businesses. From 2004 to 2006 he served as president and chief executive officer of GE Consumer and Industrial.

Mr. Trotter is joining the New York based investment firm of GenNx360 Capital Partners as one of the principals. GE is one of the investors in GenNx which intends to focus on investments in commercial security, industrial water treatment, infrastructure and aerospace.

Mr. Trotter graduated from Cleveland State University with a degree in business administration. In 2001 the school awarded him an honorary doctorate degree.

The election of Cook and Trotter to PepsiCo's board brings the total number of directors to 12, and the total number of independent outside directors to 10. In addition, the board has two inside directors, Indra Nooyi, the company's chairman and chief executive officer and Mike White, vice chairman of PepsiCo and chief executive officer of PepsiCo International.

About PepsiCo

PepsiCo (NYSE: PEP) is one of the world's largest food and beverage companies, with 2006 annual revenues of more than \$35 billion. The company employs approximately 168,000 people worldwide, and its products are sold in approximately 200 countries. Its principal businesses include: Frito-Lay snacks, Pepsi-Cola beverages, Gatorade sports drinks, Tropicana juices and Quaker foods. The PepsiCo portfolio includes 17 brands that generate \$1 billion or more each in annual retail sales. PepsiCo's commitment to sustainable growth, defined as *Performance with Purpose*, is focused on generating healthy financial returns while giving back to communities the company serves. This includes meeting consumer needs for a spectrum of convenient foods and beverages, reducing the company's impact on the environment through water, energy and packaging initiatives, and supporting its employees through a diverse and inclusive culture that recruits and retains world-class talent. PepsiCo is listed on the Dow Jones North America Sustainability Index and Dow Jones World Sustainability Index. For more information, please visit www.pepsico.com.

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