



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

June 24, 2010

Indra K. Nooyi  
Chief Executive Officer  
PepsiCo, Inc.  
700 Anderson Hill Road  
Purchase, NY 10577

**Re: PepsiCo, Inc.**  
**Form 10-K for Fiscal Year Ended**  
**December 26, 2009**  
**Filed February 22, 2010**  
**File No. 001-01183**  
**Schedule 14A**  
**Filed March 23, 2010**  
**Supplemental Response Letter**  
**Dated May 7, 2010**

Dear Ms. Nooyi:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to these comments, we may have additional comments.

Form 10-K for Fiscal Year Ended December 26, 2009

Exhibits

1. We note your responses to prior comment one from our April 9, 2010 letter and comment one from our April 30, 2010 letter indicating that the terms of your notes were established pursuant to board resolutions as provided by your indenture. Please file the relevant board resolutions with your next periodic report pursuant to Item 601(a)(4) or Regulation S-K.

Schedule 14, filed March 23, 2010

Executive Compensation

Compensation Discussion and Analysis, page 24

2. We note your disclosure on pages 32 and 33 that Messrs. Carey, Compton, d'Amore, and White were eligible for incentive plan bonuses based on business unit and division performance and that these targets were "challenging." While you currently disclose some targets, the unit and division level targets do not appear to be disclosed, even though these appear to represent reportable segments or the combination of reportable segments. In future filings, please disclose the specific performance targets used to determine incentive amounts or provide us with a supplemental analysis as to why it is appropriate to omit these targets pursuant to Instruction 4 to Item 402(b) of Regulation S-K. To the extent that it is appropriate to omit specific targets, please provide the disclosure pursuant to Instruction 4 to Item 402(b) of Regulation S-K. General statements regarding the level of difficulty, or ease, associated with achieving performance goals either corporately or individually are not sufficient. In discussing how likely it will be for the business unit or division to achieve the target levels or other factors, provide as much detail as necessary without providing information that poses a reasonable risk of competitive harm. Please provide us with your proposed draft disclosure, omitting unknown quantified disclosure.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Ms. Indra K. Nooyi  
PepsiCo, Inc.  
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You may contact Ethan Horowitz, Staff Accountant, at (202) 551-3311 or Brian K. Bhandari, Branch Chief, at (202) 551-3390 if you have questions regarding comments on the financial statements and related matters. Please contact Jay Williamson at (202) 551-3393 or Jim Lopez at (202) 551-3536 with any questions.

Sincerely,

John Reynolds  
Assistant Director  
Office of Beverages, Apparel and  
Health Care Services