

Mail Stop 3561

February 4, 2008

Ms. Indra K. Nooyi
President and Chief Executive Officer
PepsiCo, Inc.
700 Anderson Hill Road
Purchase, New York 10577

**Re: PepsiCo, Inc.
Form 10-K for Fiscal Year Ended
December 30, 2006
Filed February 20, 2007 and
Response of January 24, 2008
File No. 001-01183**

Dear Ms. Nooyi:

We have reviewed your response and have the following comment. We have asked you to provide us with additional information so we may better understand your disclosure. Please do so within the time frame set forth below. You should comply with the comment in all future filings, as applicable. Please confirm in writing that you will do so and also explain to us how you intend to comply, within the time frame set forth below. Please understand that after our review of your response, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comment or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Schedule 14A

Executive Compensation, page 15

1. We note your response to comment one of our letter dated December 13, 2007 and we reissue in part our prior comment. Please address the following in a supplemental response:

Division NOPBT Target

- We note that the company states in its response that, “The company does not intend to disclose the planned division NOPBT growth or the actual percentage achievement of the division NOPBT targets.” We further note the statement that, “Disclosure of the actual percentage achievements of the division NOPBT target would enable competitors to calculate the actual dollar amount of planned division NOPBT growth,” and thus, would result in competitive harm to the company. Please provide a detailed explanation as to how the disclosure of these targets would cause competitive harm.

Company Performance Measures

- We note the statement that “the Company intends to disclose in the 2008 Proxy Statement the quantitative Company-wide Net Revenue, EPS and Volume targets.” Please advise us whether, in future proxy statements, the company intends to disclose net income targets.

Individual Performance Measures

- The company states that its “strategic imperatives include improved operating efficiencies, customer and employee satisfaction and the executive officer’s management and development of people.” The company also states that it does not intend to disclose the “Individual Performance targets” in its 2008 proxy statement because such disclosure would harm the company’s competitiveness. To the extent that these individual performance measures are targets, please provide a detailed explanation as to how disclosure of these targets would result in competitive harm.

Indra K. Nooyi
PepsiCo, Inc.
February 4, 2008
Page 3

As appropriate, please respond to this comment within 10 business days or tell us when you will provide us with a response. Please contact Ronald E. Alper at (202) 551-3329 or Thomas Kluck, who supervised the review of your filing, at (202) 551-3233 with any questions.

Sincerely,

John Reynolds
Assistant Director