

PEPSICO INC
Form DEF 14A
March 24, 2009
Table of Contents

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive additional materials
- Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

PepsiCo, Inc.

(Names of Registrant as Specified in Its Charters)

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(Names of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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 - (3) Filing Party:
 - (4) Date Filed:

Table of Contents

700 Anderson Hill Road

Purchase, New York 10577-1444

March 24, 2009

Dear Fellow PepsiCo Shareholder:

You are invited to attend our Annual Meeting of Shareholders on Wednesday, May 6, 2009 at 9:00 a.m. Central Daylight Time at the headquarters of Frito-Lay, Inc., 7701 Legacy Drive, Plano, Texas.

At the meeting, we will ask you to elect the Board of Directors, to ratify the appointment of the independent registered public accountants, to approve the PepsiCo, Inc. Executive Incentive Compensation Plan, and to act upon four shareholder proposals. We will also review the progress of the Company during the past year and answer your questions. The attached Proxy Statement describes the business we will conduct and provides information about the Company that you should consider when you vote your shares.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their shareholders on the Internet. We believe these rules allow us to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting.

You are cordially invited to attend the Annual Meeting in person. However, to ensure that your vote is counted at the Annual Meeting, please vote as promptly as possible.

Cordially,

Indra K. Nooyi

Table of Contents

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

PepsiCo, Inc. will hold its Annual Meeting of Shareholders (**Annual Meeting**) at the headquarters of Frito-Lay, Inc., 7701 Legacy Drive, Plano, Texas, on Wednesday, **May 6, 2009** at **9:00 a.m.** Central Daylight Time (C.D.T.) to:

- n Elect the Board of Directors.
- n Ratify the appointment of KPMG LLP as the Company's independent registered public accountants for fiscal year 2009.
- n Approve the PepsiCo, Inc. Executive Incentive Compensation Plan.
- n Act upon four shareholder proposals described in the attached Proxy Statement, if properly presented.
- n Transact any other business that may properly come before the Annual Meeting.

The Annual Meeting will be webcast on www.pepsico.com beginning at 9:00 a.m. C.D.T. on May 6, 2009. Holders of record of the Company's Common and Convertible Preferred Stock as of the close of business on March 6, 2009 (the **Record Date**) will be entitled to notice of, and to vote, at the Meeting.

Please refer to the General Information page in this Proxy Statement for additional information about the Annual Meeting and voting.

Your vote is very important. Whether or not you plan to attend the Annual Meeting in person, please promptly vote by mail, Internet or telephone or by marking, signing, dating and returning your proxy card or voting instruction card so that your shares will be represented at the Annual Meeting.

March 24, 2009

By order of the Board of Directors,

Larry D. Thompson

Secretary

Important Notice Regarding the Availability of

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Proxy Materials for the Annual Meeting of Shareholders

to Be Held on May 6, 2009

The Notice of Annual Meeting, Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended December 27, 2008 are available at www.pepsico.com/proxy09.

Table of Contents

PepsiCo, Inc.

700 Anderson Hill Road

Purchase, New York 10577-1444

www.pepsico.com

March 24, 2009

PROXY STATEMENT

The Board of Directors of PepsiCo, Inc. (**PepsiCo** or the **Company**) is soliciting proxies to be voted at the Annual Meeting of Shareholders to be held on Wednesday, May 6, 2009, and at any adjournment of the Meeting. We are making this Proxy Statement available in connection with the proxy solicitation.

PepsiCo's authorized stock includes both Common Stock and Convertible Preferred Stock. As of March 6, 2009, the Record Date, there were 1,556,731,218 shares of PepsiCo Common Stock outstanding and entitled to one vote each at the Annual Meeting and 265,653 shares of PepsiCo Convertible Preferred Stock outstanding and entitled to 1,318,303 votes at the Annual Meeting, which number is equal to the number of shares of Common Stock into which such shares of Convertible Preferred Stock could be converted on the Record Date, rounded to the nearest share. Holders of the Common Stock and the Convertible Preferred Stock vote together on all matters as a single class. As of the Record Date, the outstanding shares of Common Stock were registered in the names of 180,377 shareholders and the outstanding shares of Convertible Preferred Stock were registered in the names of 2,117 shareholders. To our knowledge, as of the Record Date, no person owned beneficially more than 5% of the outstanding Common Stock or Convertible Preferred Stock.

PepsiCo is making this Proxy Statement first available on or about March 24, 2009.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING</u>	3
<u>PROXY ITEM NO. 1 ELECTION OF DIRECTORS</u>	9
<u>Ownership of PepsiCo Common Stock by Directors and Executive Officers</u>	13
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	14
<u>Corporate Governance at PepsiCo</u>	15
<u>Board of Directors</u>	15
<u>Director Independence</u>	15
<u>Presiding Director</u>	16
<u>Communications to the Board of Directors</u>	16
<u>Political Contributions Policy</u>	17
<u>Committees of the Board of Directors</u>	17
<u>The Nominating and Corporate Governance Committee</u>	17
<u>Director Nomination Process</u>	18
<u>The Audit Committee</u>	18
<u>Financial Expertise and Financial Literacy</u>	19
<u>Directors on Multiple Audit Committees</u>	19
<u>The Compensation Committee</u>	19
<u>Review and Approval of Transactions with Related Persons</u>	19
<u>Compensation Committee Interlocks and Insider Participation</u>	20
<u>Audit Committee Report</u>	21
<u>Audit and Non-Audit Fees</u>	22
<u>Executive Compensation</u>	23
<u>Compensation Discussion and Analysis</u>	23
<u>Compensation Committee Report</u>	38
<u>2008 Summary Compensation Table</u>	39
<u>2008 Grants of Plan-Based Awards</u>	42
<u>2008 Outstanding Equity Awards at Fiscal Year End</u>	43
<u>2008 Option Exercises and Stock Vested</u>	45
<u>2008 Pension Benefits</u>	46
<u>2008 Non-Qualified Deferred Compensation</u>	48
<u>Potential Payments on Termination or Change in Control</u>	49
<u>2008 Director Compensation</u>	51
<u>Securities Authorized for Issuance Under Equity Compensation Plans</u>	54
<u>PROXY ITEM NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS</u>	55
<u>PROXY ITEM NO. 3 APPROVAL OF PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN</u>	55
<u>PROXY ITEM NOS. 4 - 7 SHAREHOLDER PROPOSALS</u>	59
<u>No. 4 Beverage Container Recycling</u>	59
<u>No. 5 Report on Impacts of Genetically Engineered Products</u>	61
<u>No. 6 Charitable Contributions Report</u>	63
<u>No. 7 Advisory Vote on Compensation</u>	64
<u>Other Matters</u>	66
<u>2010 Shareholder Proposals</u>	66

General

66

Exhibits

A Corporate Governance Guidelines

A-1

B PepsiCo, Inc. Executive Incentive Compensation Plan

B-1

Table of Contents

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

Our Board of Directors has made these materials available to you on the Internet or has delivered printed versions of these materials to you by mail in connection with the Board of Directors' solicitation of proxies for use at our Annual Meeting of Shareholders, which will take place at 9:00 a.m. C.D.T. on Wednesday, May 6, 2009 at the headquarters of Frito-Lay, Inc. (7701 Legacy Drive, Plano, Texas). This Proxy Statement describes matters on which you, as a shareholder, are entitled to vote. It also gives you information on these matters so that you can make an informed decision.

What is included in these materials?

These materials include:

this Proxy Statement for the Annual Meeting; and

the Company's Annual Report for the fiscal year ended December 27, 2008 (the **Annual Report**).

If you received printed versions of these materials by mail, these materials also include the proxy card or vote instruction form for the Annual Meeting.

Why did I receive a one-page Notice in the mail regarding the Internet availability of proxy materials this year instead of printed proxy materials?

In accordance with new rules recently adopted by the Securities and Exchange Commission (**SEC**), instead of mailing a printed copy of our proxy materials to all of our shareholders, we have elected to furnish such materials to selected shareholders by providing access to these documents over the Internet. Accordingly, on March 24, 2009, we sent a Notice of Internet Availability of Proxy Materials (the **Notice**) to selected shareholders of record and beneficial owners. These shareholders have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. The Company encourages you to take advantage of the availability of the proxy materials on the Internet in order to help reduce the environmental impact of the Annual Meeting.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions regarding how to (1) view our proxy materials for the Annual Meeting on the Internet; (2) vote your shares after you have viewed our proxy materials; (3) request a printed copy of the proxy materials; and (4) instruct us to send our future proxy materials to you electronically by email. Copies of the proxy materials are available for viewing at www.pepsico.com/proxy09.

Choosing to receive your future proxy materials by email will lower our costs of delivery and will reduce the environmental impact of our Annual Meeting. If you choose to receive our future proxy materials by email, you will receive an email next year with instructions containing a link to view those proxy materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

What items will be voted on at the Annual Meeting?

Shareholders will vote on the following items at the Annual Meeting if each is properly presented at the meeting:

the election to the Board of the nominees named in this Proxy Statement (Proposal No. 1);

the ratification of the appointment of KPMG LLP as our independent registered public accountants for fiscal year 2009 (Proposal No. 2);

Table of Contents

the approval of the PepsiCo, Inc. Executive Incentive Compensation Plan (Proposal No. 3);

a shareholder proposal regarding beverage container recycling (Proposal No. 4);

a shareholder proposal regarding a report on the impacts of genetically engineered products (Proposal No. 5);

a shareholder proposal regarding a report on charitable contributions (Proposal No. 6);

a shareholder proposal regarding an advisory vote on compensation (Proposal No. 7); and

such other business as may properly come before the Annual Meeting or any postponement or adjournment of the meeting.

What are the Board's voting recommendations?

The Board recommends that you vote your shares:

FOR each of the nominees to the Board (Proposal No. 1);

FOR the ratification of KPMG LLP as our independent registered public accountants for fiscal year 2009 (Proposal No. 2);

FOR the approval of the PepsiCo, Inc. Executive Incentive Compensation Plan (Proposal No. 3);

AGAINST the shareholder proposal regarding beverage container recycling (Proposal No. 4);

AGAINST the shareholder proposal regarding a report on the impacts of genetically engineered products (Proposal No. 5);

AGAINST the shareholder proposal regarding a report on charitable contributions (Proposal No. 6); and

AGAINST the shareholder proposal regarding an advisory vote on compensation (Proposal No. 7).

Where are the Company's principal executive offices located and what is the Company's main telephone number?

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The Company's principal executive offices are located at 700 Anderson Hill Road, Purchase, New York 10577. The Company's main telephone number is (914) 253-2000.

Who may vote at the Annual Meeting?

As of the Record Date of March 6, 2009, there were 1,556,731,218 shares of PepsiCo Common Stock outstanding and entitled to one vote each at the Annual Meeting and 265,653 shares of PepsiCo Convertible Preferred Stock outstanding and entitled to 1,318,303 votes at the Annual Meeting, which number is equal to the number of shares of Common Stock into which such shares of Convertible Preferred Stock could be converted on the Record Date, rounded to the nearest share. As of the Record Date, the outstanding shares of Common Stock were registered in the names of 180,377 shareholders and the outstanding shares of Convertible Preferred Stock were registered in the names of 2,117 shareholders. Only shareholders of record as of the close of business on the Record Date are entitled to receive notice of, to attend, and to vote at the Annual Meeting.

What is the difference between a shareholder of record and a beneficial owner of shares held in street name?

Shareholder of Record. If your shares are registered directly in your name with the Company's transfer agent, BNY Mellon Shareowner Services, you are considered the shareholder of record with respect to those shares, and the Notice or printed materials were sent directly to you by the Company. If you request printed copies of the proxy materials by mail, you will receive a printed proxy card.

Table of Contents

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in street name, and the Notice or the printed proxy materials were forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account. If you request printed copies of the proxy materials by mail, you will receive a printed vote instruction form.

If I am a shareholder of record of the Company's shares, how do I vote?

There are four ways to vote:

In person. If you are a shareholder of record, you may vote in person at the Annual Meeting. Bring your printed proxy card if you received one by mail. Otherwise, upon proof of identification, the Company will give you a ballot at the Annual Meeting.

Via the Internet. If you received a Notice, you may vote by proxy via the Internet by visiting <http://bnymellon.mobular.net/bnymellon/pep> and entering the control number found in the Notice.

By Telephone. If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by calling the toll free number found on the proxy card.

By Mail. If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

If I am a beneficial owner of shares held in street name, how do I vote?

There are four ways to vote:

In person. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the organization that holds your shares.

Via the Internet. If you received a Notice, you may vote by proxy via the Internet by visiting <http://proxyvote.com> and entering the control number found in the Notice.

By Telephone. If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by calling the toll free number found on the vote instruction form.

By Mail. If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by filling out the vote instruction form and sending it back in the envelope provided.

Can employees who participate in PepsiCo s 401(k) plan vote?

Yes, employees who participate in PepsiCo s 401(k) plan (a portion of which constitutes an Employee Stock Ownership Plan) can vote the shares they hold in the 401(k) plan as of the close of business on March 6, 2009. To do so, the employee participant must sign and return the proxy card received or vote via internet or telephone, as instructed in the Notice or proxy materials received in connection with the shares they hold in the 401(k) plan. If voting instructions are not provided for the shares held in the 401(k) plan, the 401(k) trustees will not vote those shares for which voting instructions are not received, unless required by law.

What constitutes a quorum in order to hold and transact business at the Annual Meeting?

Under North Carolina law and the Company s By-laws, the presence in person or by proxy of the holders of record of a majority of the votes entitled to be cast at a meeting constitutes a quorum. Votes for and against, abstentions and broker non-votes will all be counted as present to determine whether a quorum has been established. Once a share of the Company s Common Stock or Convertible Preferred Stock is represented for any purpose at a meeting, it is deemed present for

Table of Contents

quorum purposes for the remainder of the meeting. If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

How are proxies voted?

All valid proxies received prior to the Annual Meeting will be voted. All shares represented by a proxy will be voted and, where a shareholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the shareholder's instructions.

What happens if I do not give specific voting instructions?

Shareholders of Record. If you are a shareholder of record and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board, or sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

Beneficial Owners of Shares Held in Street Name. If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on such matters with respect to your shares. This is generally referred to as a broker non-vote.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting by voting again via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), by signing and returning a new proxy card or vote instruction form with a later date, or by attending the Annual Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company's Corporate Secretary at 700 Anderson Hill Road, Purchase, NY 10577 a written notice of revocation prior to the Annual Meeting.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except as necessary to meet applicable legal requirements; to allow for the tabulation and certification of votes; and to facilitate a successful proxy solicitation. Occasionally, shareholders provide written comments on their proxy cards, which may be forwarded to the Company's management

and the Board.

Which ballot measures are considered routine or non-routine ?

Proposal No. 1 (election of directors), Proposal No. 2 (ratification of the appointment of the independent registered public accountants) and Proposal No. 3 (approval of the PepsiCo, Inc. Executive Incentive Compensation Plan) are each matters that the Company believes will be considered routine . A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with such proposals.

Shareholder proposals (Proposals No. 4 through 7) are matters the Company believes will be considered non-routine . A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposals No. 4 through 7.

Table of Contents

What is the voting requirement to approve each of the proposals?

Election of Directors. For Proposal No. 1, under North Carolina law and the Company's By-laws, assuming the existence of a quorum at the Annual Meeting, the nominees for director who receive a plurality of all of the votes cast shall be elected to the Board of Directors. Abstentions and shares that are voted against a director nominee will not be counted toward such nominee's election. The Company has also implemented a Director Resignation Policy under its Corporate Governance Guidelines. Under this policy, if a director nominee in an uncontested election receives a greater number of votes against his or her election than votes for his election, the director nominee is required to offer his or her irrevocable resignation to the Board following certification of the shareholder vote. Abstentions have no effect under this policy. The Nominating and Corporate Governance Committee will consider the resignation offer and make a recommendation to the Board. Within 90 days following certification of the shareholder vote, the independent members of the Board will make a final determination as to whether to accept the director's resignation. A director who tenders his or her resignation under this provision shall not be present during the deliberations or voting by the Committee or the Board regarding whether to accept the resignation offer.

Ratification of Independent Registered Public Accountants. For Proposal No. 2, assuming the existence of a quorum at the Annual Meeting, ratification of the appointment of the independent registered public accountants will be approved if a majority of all the votes cast at the Annual Meeting are in favor of ratification.

Approval of PepsiCo, Inc. Executive Incentive Compensation Plan. For Proposal No. 3, assuming the existence of a quorum at the Annual Meeting, approval of the PepsiCo, Inc. Executive Incentive Compensation Plan requires the affirmative vote of a majority of all the votes cast at the Annual Meeting.

Shareholder Proposals. For Proposals No. 4 through 7, assuming the existence of a quorum at the Annual Meeting, approval of Proposals No. 4 through 7 requires the affirmative vote of a majority of all the votes cast at the Annual Meeting.

Note on Abstentions. If you abstain from voting on a particular matter, your vote will be counted as present for determining whether a quorum exists but will not be treated as cast either for or against that matter.

Note on Broker Non-Votes. Under New York Stock Exchange rules, a broker may cast a vote on behalf of a beneficial owner on routine matters, such as Proposals 1, 2, and 3, when the broker does not receive specific voting instructions from that beneficial owner. On non-routine Proposals 4 through 7, a broker may not cast a vote absent specific voting instructions from the beneficial owners. If you are a beneficial owner holding shares through a broker, bank or other holder of record and you do not vote on certain matters, your broker may cast a vote on your behalf for Proxy Items No. 1, 2 and 3 but not Proxy Items No. 4, 5, 6 and 7.

Who will serve as the inspector of election?

Representatives from Bank of New York Mellon will serve as the inspectors of election.

Where can I find the voting results of the Annual Meeting?

The final voting results will be tallied by the inspectors of election and published in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending on June 13, 2009, which the Company will file with the SEC.

Table of Contents

Who is paying for the cost of this proxy solicitation?

The Company is paying the costs of the solicitation of proxies. This solicitation is being made on behalf of our Board of Directors, but may also be made without additional compensation by our officers or employees by telephone, facsimile, email or personal interview. In addition, we have retained Georgeson Inc. to assist in obtaining proxies by mail, facsimile or email from brokers, bank nominees and other institutions for the Annual Meeting. The estimated cost of such services is \$21,000 plus out-of-pocket expenses. Georgeson Inc. may be contacted at (800) 261-1052.

The Company must also pay brokerage firms and other persons representing beneficial owners of shares held in street name, certain fees associated with forwarding the Notice to beneficial owners, forwarding printed proxy materials by mail to beneficial owners who specifically request them, and obtaining beneficial owners' voting instructions. In addition to soliciting proxies by mail, certain of the Company's directors, officers and regular employees, without additional compensation, may solicit proxies personally or by telephone, facsimile or email on the Company's behalf.

How can I attend the Annual Meeting in Person?

Attendance at the Annual Meeting is limited to shareholders. Admission to the Annual Meeting will be on a first-come, first-served basis. Registration will begin at 8:30 a.m. C.D.T., and each shareholder will be asked to present valid picture identification such as a driver's license or passport and proof of stock ownership as of the Record Date. The use of cell phones, PDAs, pagers, recording and photographic equipment and/or computers is not permitted in the meeting rooms at the Annual Meeting. Frito-Lay headquarters is accessible to disabled persons. Upon advance request, we will provide wireless headsets for hearing amplification.

Can I listen to the Annual Meeting on the Internet?

Yes, our Annual Meeting will be webcast on May 6, 2009 at 9:00 a.m. C.D.T. You are invited to visit www.pepsico.com to listen to the live webcast of the Annual Meeting. An archived copy of the webcast will be available on our website for at least 90 days following the date of our Annual Meeting.

Table of Contents

ELECTION OF DIRECTORS (PROXY ITEM NO. 1)

The Board of Directors (the **Board**) proposes the following thirteen nominees for election as directors at the Annual Meeting. The directors will hold office from election until the next Annual Meeting of Shareholders, or until their successors are elected and qualified. If any of these nominees for director becomes unavailable, the persons named in the proxy intend to vote for any alternate designated by the current Board. If all of the thirteen director nominees are elected, the Board will have one vacancy, which may be filled by the Board. Proxies cannot be voted for a greater number of persons than the nominees named.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE FOLLOWING DIRECTORS.

SHONA L. BROWN, 43, is Senior Vice President, Business Operations of Google Inc., a position she has held since 2006. From 2003 to 2006 she served as Vice President, Business Operations of Google Inc., where she led internal business operations and people operations. From October 1995 to August 2003, Ms. Brown was at McKinsey & Company, a management consulting firm, where she had been a partner since December 2000. She is a director of the following non-profit organizations: San Francisco Jazz Organization, The Bridgespan Group, and the Exploratorium. Ms. Brown was elected to PepsiCo's Board in March 2009.

IAN M. COOK, 56, was named Chief Executive Officer and was elected to the board of Colgate-Palmolive Company in 2007 and became Chairman of the Board in January 2009. Mr. Cook joined Colgate in the United Kingdom in 1976 and progressed through a series of senior management roles around the world. In 2002, he became Executive Vice President, North America and Europe. In 2004, he became Chief Operating Officer, with responsibility for operations in North America, Europe, Central Europe, Asia and Africa. In 2005, he was named President and Chief Operating Officer, responsible for all Colgate operations worldwide. Mr. Cook was elected to PepsiCo's Board in 2008.

DINA DUBLON, 55, is the former Executive Vice President and Chief Financial Officer, JP Morgan Chase & Co. serving in that capacity from December 1998 until her retirement at the end of 2004. She is a director of Microsoft Corp. and Accenture. She is also a director of the Global Fund for Women, co-chairs the Women's Refugee Commission, and is a trustee of Carnegie Mellon University. Ms. Dublon was elected to PepsiCo's Board in 2005.

Table of Contents

VICTOR J. DZAU, MD, 63, is Chancellor for Health Affairs at Duke University and President and CEO of the Duke University Health System since July 2004. Prior to that he served as Hersey Professor and Chairman of the Department of Medicine at Harvard Medical School in Boston, Massachusetts from 1996 to 2004. He is a member of the Institute of Medicine of the National Academy of Sciences and the European Academy of Sciences and Arts. He was the previous Chairman of the National Institutes of Health (NIH) Cardiovascular Disease Advisory Committee and he served on the Advisory Committee to the Director of NIH. Dr. Dzau has been named 2004 Distinguished Scientist of the American Heart Association and was the recipient of the 2004 Max Delbruck Medal, Berlin, Germany, and the 2005 Ellis Island Medal of Honor. Dr. Dzau is also a director of Genzyme Corporation, Alnylam Pharmaceuticals, Inc. and Medtronic, Inc. Dr. Dzau was elected to PepsiCo's Board in 2005.

RAY L. HUNT, 65, is Chairman and Chief Executive Officer of Hunt Oil Company and Chairman, Chief Executive Officer and President, Hunt Consolidated, Inc. Mr. Hunt began his association with Hunt Oil Company in 1958 and has held his current position since 1976. He is also a director of Bessemer Securities Corporation, Bessemer Securities LLC, King Ranch, Inc. and Verde Realty. Mr. Hunt was elected to PepsiCo's Board in 1996.

ALBERTO IBARGÜEN, 65, has been President and Chief Executive Officer of the John S. and James L. Knight Foundation since 2005. Mr. Ibarгүйen previously served as publisher of *The Miami Herald* and of *El Nuevo Herald*. He is a member of the boards of AMR Corporation, American Airlines, Inc., ProPublica and The Council on Foreign Relations. Mr. Ibarгүйen is also the Chairman of the Board of The Newseum in Washington, D.C. Mr. Ibarгүйen was elected to PepsiCo's Board in 2005.

ARTHUR C. MARTINEZ, 69, is the former Chairman of the Board, President and Chief Executive Officer of Sears, Roebuck and Co. Mr. Martinez was Chairman and Chief Executive Officer of the former Sears Merchandise Group from 1992 to 1995 and served as Chairman of the Board, President and Chief Executive Officer of Sears, Roebuck and Co. from 1995 until 2000. He served as Vice Chairman and a director of Saks Fifth Avenue from 1990 to 1992. He is also a director of Liz Claiborne, Inc., International Flavors and Fragrances, Inc. and Interactive Corp (IAC). Mr. Martinez is Chairman of the Supervisory Board of ABN AMRO Holding, N.V. Mr. Martinez is also Chairman of HSN, Inc. Mr. Martinez was elected to PepsiCo's Board in 1999.

Table of Contents

INDRA K. NOOYI, 53, has been PepsiCo's Chief Executive Officer since October 2006 and assumed the role of Chairman of PepsiCo's Board of Directors on May 2, 2007. She was elected to PepsiCo's Board of Directors and became President and Chief Financial Officer in May 2001, after serving as Senior Vice President and Chief Financial Officer since February 2000. Ms. Nooyi also served as PepsiCo's Senior Vice President, Corporate Strategy and Development from 1996 until February 2000 and as PepsiCo's Senior Vice President, Strategic Planning from 1994 until 1996. Prior to joining PepsiCo, Ms. Nooyi spent four years as Senior Vice President of Strategy, Planning and Strategic Marketing for Asea Brown Boveri, Inc. She was also Vice President and Director of Corporate Strategy and Planning at Motorola, Inc.

SHARON PERCY ROCKEFELLER, 64, is President and Chief Executive Officer of WETA public stations in Washington, D.C., a position she has held since 1989, and was a member of the Board of Directors of WETA from 1985 to 1989. She was a member of the Board of Directors of the Corporation for Public Broadcasting until 1992 and is currently a director of Public Broadcasting Service (PBS), Washington, D.C. Ms. Rockefeller currently serves as a Trustee on the following non-profit boards: National Gallery of Art, The Museum of Modern Art, Johns Hopkins Medicine, Colonial Williamsburg Foundation and Rockefeller Philanthropy Advisors. Ms. Rockefeller was elected to PepsiCo's Board in 1986.

JAMES J. SCHIRO, 63, became Chief Executive Officer of Zurich Financial Services in May 2002, after serving as Chief Operating Officer - Group Finance since March 2002. He joined Price Waterhouse in 1967, where he held various management positions. In 1994 he was elected Chairman and senior partner of Price Waterhouse, and in 1998 became Chief Executive Officer of PricewaterhouseCoopers, after the merger of Price Waterhouse and Coopers & Lybrand. Mr. Schiro is also a Director of Royal Philips Electronics. Mr. Schiro was elected to PepsiCo's Board in 2003.

LLOYD G. TROTTER, 62, is Managing Partner at GenNx360 Capital Partners, a position he has held since February 2008. He served as Vice Chairman, General Electric, and as President and Chief Executive Officer of GE Industrial, from 2006 through February 2008. Between 1989 and 2006, he held various positions at GE, including Executive Vice President, Operations, from 2005 to 2006, President and Chief Executive Officer of GE Consumer and Industrial Systems from 1998 to 2005 and President and Chief Executive Officer, Electrical Distribution and Control from 1992 to 1998. Mr. Trotter is a former director of Genpact Limited. Mr. Trotter is also a director of Textron, Inc. Mr. Trotter was elected to PepsiCo's Board in 2008.

Table of Contents

DANIEL VASELLA, 55, became Chairman of the Board and Chief Executive Officer of Novartis AG in 1999, after serving as President since 1996. From 1992 to 1996, Dr. Vasella held the positions of Chief Executive Officer, Chief Operating Officer, Senior Vice President and Head of Worldwide Development and Head of Corporate Marketing at Sandoz Pharma Ltd. He also served at Sandoz Pharmaceuticals Corporation from 1988 to 1992. Dr. Vasella is also a director of Alcon Laboratories, Inc. Dr. Vasella was elected to PepsiCo's Board in 2002.

MICHAEL D. WHITE, 57, has been Vice Chairman of PepsiCo and a member of PepsiCo's Board of Directors since March 2006 and Chief Executive Officer of PepsiCo International since February 2003. Prior to that, he served as President and Chief Executive Officer of Frito-Lay's Europe/Africa/Middle East division from 2000 until February 2003. From 1998 to 2000, Mr. White was Senior Vice President and Chief Financial Officer of PepsiCo. Mr. White has also served as Executive Vice President and Chief Financial Officer of PepsiCo Foods International and Chief Financial Officer of Frito-Lay North America. He joined Frito-Lay in 1990 as Vice President of Planning. Mr. White is also a director of Whirlpool Corporation.

Table of Contents**OWNERSHIP OF PEPSICO COMMON STOCK****BY DIRECTORS AND EXECUTIVE OFFICERS**

The following table shows, as of March 6, 2009: (1) the shares of PepsiCo Common Stock beneficially owned by each director (including each nominee), by each of the executive officers identified in the 2008 Summary Compensation Table on page 39 of this Proxy Statement (**Named Executive Officers**) and by all directors and all executive officers as a group; and (2) the number of phantom units of PepsiCo Common Stock held in PepsiCo s income deferral programs by each director (including each nominee), by each Named Executive Officer and by all directors and all executive officers as a group. Each phantom unit is intended to be the economic equivalent of one share of PepsiCo Common Stock. The information in this table is based solely on statements in filings with the SEC or other reliable information.

As of March 6, 2009, the directors and executive officers as a group own less than 1% of outstanding PepsiCo Common Stock and less than 1% of outstanding PepsiCo Convertible Preferred Stock. To our knowledge, as of the Record Date, there are currently no beneficial holders of 5% or more of the Company s Common or Convertible Preferred Stock.

Name of Individual or Group	Number of Shares of PepsiCo Common Stock Beneficially Owned(1)	Number of Phantom Units of PepsiCo Common Stock Held in PepsiCo s Deferral Programs(2)	Total
Shona L. Brown*	2,925(3)	2,249(4)	5,174
Albert P. Carey	810,034	0	810,034
John C. Compton	755,260	34,936	790,196
Ian M. Cook	2,118	5,193	7,311
Dina Dublon	7,349	4,690	12,039
Victor J. Dzau	6,322	11,020	17,342
Richard Goodman	277,355	0	277,355
Ray L. Hunt (5)	549,358	21,607	570,965
Alberto Ibarguen	7,575	7,227	14,802
Arthur C. Martinez	31,958	26,492	58,450
Indra K. Nooyi	1,337,775	111,197	1,448,972
Sharon Percy Rockefeller	68,556	4,199	72,755
James J. Schiro	29,923	13,940	43,863
Lloyd G. Trotter	1,000	6,311	7,311
Daniel Vasella	27,767	8,633	36,400
Michael D. White	1,191,465	0	1,191,465
All directors and executive officers as a group (22 persons)	6,049,881	269,650	6,319,531

* Shona L. Brown joined the Board of Directors as of March 20, 2009.

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- (1) The shares shown include the following shares that directors and executive officers have the right to acquire within 60 days after March 6, 2009 through the exercise of vested stock options: Albert P. Carey, 761,326 shares; John C. Compton, 712,764 shares; Dina Dublon 4,894 shares; Victor J. Dzau, 3,524 shares; Richard Goodman, 258,274 shares; Ray L. Hunt, 52,220 shares; Alberto Ibarguen, 3,524 shares, Arthur C. Martinez, 25,616 shares; Indra K. Nooyi, 1,222,530 shares; Sharon Percy Rockefeller, 25,194 shares; James J. Schiro, 26,383 shares; Daniel Vasella, 20,393 shares; Michael D. White, 1,040,952 shares; and all directors and executive officers as a group, 4,981,014 shares. Except as otherwise noted, the directors and executive officers exercise sole voting and investment power over their shares shown in the table and none of the shares are subject to pledge.
- (2) Reflects phantom units of PepsiCo Common Stock held in the PepsiCo Executive Income Deferral Program.

Table of Contents

- (3) Includes 1,000 shares granted to Ms. Brown upon joining the Board on March 20, 2009.
- (4) Reflects pro-rated annual equity grant and amounts deferred by Ms. Brown upon joining the Board on March 20, 2009.
- (5) The shares shown for Mr. Hunt include (i) 26,700 shares held in a corporation over which Mr. Hunt has sole voting and investment power, (ii) 262,286 shares held in trusts over which Mr. Hunt has shared voting power and sole investment power, and (iii) 152,500 shares held in a trust over which Mr. Hunt has sole voting power and no investment power.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 requires PepsiCo's directors and executive officers to file reports of ownership and changes in ownership of PepsiCo Common and Convertible Preferred Stock. We received written representations from each such person who did not file an annual statement with the SEC on Form 5 that no Form 5 was due. To the best of PepsiCo's knowledge, in 2008, all required forms were filed on time with the Securities and Exchange Commission.

Table of Contents

CORPORATE GOVERNANCE AT PEPSICO

Board of Directors

Our business and affairs are overseen by our Board of Directors pursuant to the North Carolina Business Corporation Act and our By-laws. Members of the Board of Directors are kept informed of the Company's business through discussions with the Chairman and Chief Executive Officer and with key members of management, by reviewing materials provided to them and by participating in Board and Committee meetings. Members of the Board of Directors are elected annually by the shareholders.

Regular attendance at Board meetings and the Annual Meeting is required of each director. PepsiCo's Board held seven meetings during 2008. Average attendance by incumbent directors at Board and standing Committee meetings in 2008 was 95%. No incumbent director attended fewer than 75% of the total number of Board and standing Committee meetings in 2008. The non-management directors met in executive session at six Board meetings in 2008. All incumbent directors except Ian Cook and James Schiro attended the 2008 Annual Meeting of Shareholders.

In 2002, the Board of Directors adopted Corporate Governance Guidelines for the Company. The Guidelines are periodically amended and were most recently amended in November 2008 to reflect a change in a portion of the director independence test in the New York Stock Exchange Corporate Governance Listing Standards. The revised Guidelines are attached to this Proxy Statement as Exhibit A and are also available on the Company's website at www.pepsico.com under *Investors Corporate Governance* and are available in print to any shareholder who requests a copy. The Company's Worldwide Code of Conduct is also available on the Company's website at www.pepsico.com under *Investors Corporate Governance* and is available in print to any shareholder who requests a copy. Annually, all of PepsiCo's executive officers, other senior employees and directors complete certifications with respect to their compliance with the Company's Worldwide Code of Conduct.

Director Independence

In making independence determinations, the Board of Directors observes all criteria for independence established by the SEC, the New York Stock Exchange and other governing laws and regulations. The Board has determined that to be considered independent, a director may not have any direct or indirect material relationships with the Company. In making a determination of whether a material relationship exists, the Board considers all relevant facts and circumstances, including but not limited to the director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. In addition to the independence requirements set forth in the Corporate Governance Listing Standards of the New York Stock Exchange, the Board has determined that a director will not be independent if he serves as an executive officer, director or trustee of a tax exempt organization that has received contributions from the Company or any of its consolidated subsidiaries in any of the last three fiscal years that exceeds the greater of \$1 million or 2% of the consolidated gross revenues of such tax exempt organization for its last completed fiscal year. These independence standards were recommended by the Nominating and Corporate Governance Committee and adopted by the Board of Directors, and are detailed in full in the Corporate Governance Guidelines attached as Exhibit A to this Proxy Statement.

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Consistent with these considerations, the Board has reviewed all relationships and material transactions between the Company and the members of the Board (and their respective affiliated companies) and has affirmatively determined that the non-management directors standing for election listed below are independent within the meaning of the rules of the New York Stock Exchange, based on the application of the Company's independence standards.

Shona L. Brown
Ian M. Cook
Dina Dublon
Victor J. Dzau

Ray L. Hunt
Alberto Ibarguen
Arthur C. Martinez

Sharon Percy Rockefeller
James J. Schiro
Lloyd G. Trotter
Daniel Vasella

Table of Contents

In arriving at the foregoing independence finding, the Board of Directors reviewed the following transaction in 2008. After an arm's length competitive bid process, the Company secured certain insurance coverage from Zurich American Insurance Company (a member of Zurich Financial Services Group). In 2008, Zurich Financial Services provided the Company with employee-benefit related insurance coverage under policies that carried aggregate premiums of approximately \$450,000, and the Company expects to continue such coverage through December 31, 2010. In addition, effective January 1, 2009, the company secured from Zurich Financial a one-year excess casualty policy with a premium of \$124,410. James J. Schiro, a member of the Board, is the Chief Executive Officer of Zurich Financial Services. The Board found that such transactions are fair and reasonable and as favorable to the Company as those which could have been obtained from unrelated third parties. Accordingly, such transactions have no impact on the finding of Mr. Schiro's independence as the Company does not believe that Mr. Schiro has a direct or indirect material interest in such commercial dealings.

None of the non-management directors receives any fees from the Company other than those received in his or her capacity as a director.

Presiding Director

In May 2007, the Board of Directors appointed Sharon Percy Rockefeller as the Presiding Director of the Board. Ms. Rockefeller continued in the role throughout 2008. In her capacity as the Presiding Director, Ms. Rockefeller presides at the regularly-scheduled executive sessions of the Board, at which only non-management directors are present. She also advises the Chairman of the Board and, as appropriate, Committee chairs with respect to agendas and information needs relating to the Board and Committee meetings, and performs other duties that the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities. Shareholders and other interested parties may communicate with Ms. Rockefeller, or with any non-management directors, by any of the following means:

by phone at 1-866-626-0633

by sending a letter to PepsiCo, Inc., 700 Anderson Hill Road, Purchase, New York, 10577 Attention: Presiding Director

by submitting a communication on-line at our website at www.pepsico.com under *Investors Corporate Governance Contact the Board of Directors/Audit Committee*

Communications to the Board of Directors

The PepsiCo Corporate Law Department reviews all communications sent to the Board of Directors relating to the duties and responsibilities of the Board and its Committees. The Corporate Law Department reviews all such communications and regularly provides a summary of communications to the Board that relate to the functions of the Board or a Board Committee or that otherwise require Board attention. Directors may at any time discuss the Board communications received by the Company and request copies or summaries of such communications. In addition, the Corporate Law Department may forward certain communications only to the Presiding Director, the Chair of the relevant Committee or the individual Board member to whom a communication is directed. Concerns relating to PepsiCo's accounting, internal control over financial reporting or auditing matters will be referred directly to members of the Audit Committee.

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Shareholders and other interested parties may send communications directed to the Board, a Committee of the Board or an individual member of the Board by any of the following means:

by phone at 1-866-626-0633

by sending a letter to PepsiCo, Inc., 700 Anderson Hill Road, Purchase, New York, 10577, ATTN: Secretary

by submitting a communication on-line at our website www.pepsico.com under *Investors Corporate Governance*
Contact the Board of Directors/Audit Committee

Table of Contents***Political Contributions Policy***

In 2005, the Board of Directors adopted a Political Contributions Policy for the Company. The Political Contributions Policy, together with other policies and procedures, including the Company's Worldwide Code of Conduct, guides the Company's approach to political contributions. In connection with the development of this policy and in keeping with the Company's goals of transparency, the policy and the Company's annual political contributions are posted on our website at www.pepsico.com under *Investors Corporate Governance Policies*.

Committees of the Board of Directors

The Board of Directors has three standing Committees: Nominating and Corporate Governance, Compensation and Audit. The table below indicates the members of each Board committee during 2008 and through March 20, 2009:

Name	Nominating and Corporate Governance	Compensation	Audit
Shona L. Brown ⁽¹⁾	X	X	
Ian M. Cook ⁽²⁾			X
Dina Dublon			X
Victor J. Dzau	X	X	
Ray L. Hunt	Chair	X	
Alberto Ibargüen			X
Arthur C. Martinez	X	Chair	
Indra K. Nooyi			
Sharon P. Rockefeller	X	X	
James J. Schiro			Chair
Lloyd G. Trotter ⁽²⁾			X
Daniel Vasella	X	X	
Michael D. White			

(1) Ms. Brown joined the Nominating and Corporate Governance Committee and Compensation Committee on March 20, 2009.

(2) Messrs. Cook and Trotter joined the Audit Committee on March 14, 2008.

The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee, which was established in 1997 and renamed in 2002, held four meetings in 2008. The Nominating and Corporate Governance Committee, among other things: (a) identifies and recommends to the Board for election and/or appointment qualified candidates for membership on the Board and the Committees of the Board; (b) develops and recommends to the Board corporate governance principles and the Worldwide Code of Conduct applicable to the Company and its directors and monitors compliance with all such principles and policies; (c) develops and recommends to the Board criteria to assess the independence of members of the Board; (d) makes recommendations to the Board concerning the composition, size, structure and activities of the Board and its Committees; (e) assesses and reports to the Board on the performance and effectiveness of the Board and its Committees; and (f) reviews and reports to the Board with respect to director compensation and benefits. The Nominating and Corporate Governance Committee Charter is available on the Company's website at

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www.pepsico.com under *Investors Corporate Governance* and is also available in print to any shareholder who requests a copy. The Nominating and Corporate Governance Committee is comprised entirely of directors who meet the independence requirements of the New York Stock Exchange and applicable securities laws.

Table of Contents

Director Nomination Process

The Nominating and Corporate Governance Committee does not solicit director nominations, but will consider recommendations for director nominees made by shareholders if the individuals recommended meet certain minimum Board membership criteria. The Committee's assessment of Board candidates includes consideration of a candidate's: (i) relevant knowledge and diversity of background and experience in areas including business, finance, accounting, technology, marketing, international business and government; (ii) personal qualities of leadership, character, judgment and whether the candidate possesses a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (iii) roles and contributions valuable to the business community and (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings. Shareholder recommendations should be sent to the Secretary of PepsiCo at 700 Anderson Hill Road, Purchase, New York 10577 and must include detailed background information regarding the suggested candidate that demonstrates how the individual meets the Board membership criteria.

Nominations received by the Secretary of the Company from shareholders are reviewed by the Chairman of the Nominating and Corporate Governance Committee to determine whether the candidate possesses the required qualifications, and if so, whether the candidate's expertise and particular set of skills and background fit the current needs of the Board. This is done to ensure that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company. If the candidate meets the requirements for a current vacancy on the Board, the submission materials are reviewed with the Nominating and Corporate Governance Committee and are responded to by the Chairman of the Committee or his designee. The process for evaluation of candidates submitted by non-shareholders of the Company is handled similarly.

From time to time, the Nominating and Corporate Governance Committee engages consulting firms to perform searches for director candidates who meet the current needs of the Board. If a consulting firm is retained to assist in the search process for a director, a fee is paid to such firm. A nominee for the 2009 Annual Meeting, Shona L. Brown, was elected by the Board of Directors on March 20, 2009. Prior to her election to the Board, a third party search firm that was paid for its services was used to assist the Nominating and Corporate Governance Committee in identifying potential candidates. The Company's non-management directors recommend Ms. Brown as a nominee.

The Audit Committee

The Audit Committee, which was established in 1967 in accordance with the requirements of the Securities Exchange Act of 1934, held ten meetings in 2008. The Audit Committee's primary responsibilities are to retain the Company's independent registered public accountants (subject to shareholder ratification) and to assist the Board's oversight of: (a) the quality and integrity of the Company's financial statements and its related internal controls over financial reporting; (b) the Company's compliance with legal and regulatory requirements; (c) the independent registered public accountants' qualifications and independence; (d) the performance of the Company's internal audit function and the independent registered public accountants; and (e) overseeing the accounting and financial reporting practices of the Company and audits of the Company's financial statements. The report of the Audit Committee is set forth on pages 21 and 22 of this Proxy Statement. The Audit Committee Charter is available on the Company's website at www.pepsico.com under *Investors Corporate Governance* and is also available in print to any shareholder who requests a copy.

Table of Contents

Financial Expertise and Financial Literacy

The Board of Directors has determined that Dina Dublon and James J. Schiro, members of our Audit Committee, satisfy the criteria adopted by the Securities and Exchange Commission to serve as audit committee financial experts and are independent directors, pursuant to the standards set forth in the Company's Corporate Governance Guidelines and the requirements under the Securities Exchange Act of 1934 and the New York Stock Exchange Listing Standards. In addition, the Board of Directors has determined that Ian M. Cook, Dina Dublon, Alberto Ibarguen, James J. Schiro and Lloyd G. Trotter, constituting all members of our Audit Committee, are independent directors and are financially literate within the meaning of the New York Stock Exchange Corporate Governance Listing Standards.

Directors on Multiple Audit Committees

None of the Company's directors serves on the audit committee of more than three public companies.

The Compensation Committee

The Compensation Committee, which has been active since 1955, held five meetings during 2008. The Compensation Committee: (a) oversees the design of PepsiCo's compensation and benefits programs; (b) oversees the policies of the Company relating to compensation of the Company's executives and makes recommendations to the Board regarding the compensation of PepsiCo's executive officers and other key executives; (c) produces a report on executive compensation for inclusion in the Company's Proxy Statement; and (d) oversees the development and implementation of succession plans for the Chief Executive Officer and other key executives. Additional information on the roles and responsibilities of the Compensation Committee is provided in the Compensation Discussion and Analysis on page 23 of this Proxy Statement.

The Compensation Committee is composed entirely of independent members of the Board who are outside directors for purposes of Section 162(m) of the Internal Revenue Code and non-employee directors for purposes of Section 16 of the Securities Exchange Act of 1934. The Compensation Committee Report is set forth on page 38 of this Proxy Statement. The Compensation Committee Charter is available on the Company's website at www.pepsico.com under *Investors Corporate Governance* and is also available in print to any shareholder who requests a copy.

Review and Approval of Transactions with Related Persons

On an annual basis, each director and executive officer is required to complete a questionnaire, which requires disclosure of any transactions the director or executive officer, or their immediate family members, may have with the Company in which the director or executive officer, or their immediate family members, has a direct or indirect material interest. The Audit Committee, which is responsible for reviewing and approving any related party transactions, considers the responses in the questionnaires and other information regarding potential relationships between the Company and the directors and executive officers. In determining whether to approve or disapprove a related-person transaction, our Audit Committee considers all transactions on a case-by-case basis and weighs all material factors, including but not limited to, the extent of the related person's interest in the transaction, the availability (if applicable) of other sources of comparable products or services, the terms of the transaction compared to the terms of a similar

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unaffiliated transaction, the benefit to the Company or the best interests of the Company's shareholders, whether the transaction would interfere with the objectivity and independence of any related person's judgment or conduct in fulfilling his/her duties to the Company, and the aggregate value of the transaction.

In 2008, the Board of Directors reviewed and ratified the transactions with Zurich Financial described on page 16 of this Proxy Statement.

The Audit Committee has determined that there are no other related party transactions to report.

Table of Contents

Compensation Committee Interlocks and Insider Participation

No member of PepsiCo's Compensation Committee is now, or was during 2008 or any time prior thereto, an officer or employee of the Company. No member of the Compensation Committee had any relationship with the Company or any of its subsidiaries during 2008 pursuant to which disclosure would be required under applicable rules of the Securities and Exchange Commission pertaining to the disclosure of transactions with related persons. None of the executive officers of the Company currently serves or has served in the past on the board of directors or compensation committee of another company at any time during which an executive officer of such other company served on the Company's Board of Directors or Compensation Committee.

Table of Contents

AUDIT COMMITTEE REPORT

PepsiCo's Audit Committee reports to and acts on behalf of the Board of Directors by providing oversight of the Company's independent auditors and the Company's financial management and financial reporting procedures. The Audit Committee is comprised entirely of directors who meet the independence, financial experience and other qualification requirements of the New York Stock Exchange and applicable securities laws. The Audit Committee is a separately designated standing audit committee established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934. The names of the Audit Committee members are included at the end of this Audit Committee Report. The Audit Committee operates under a written charter adopted by the Board of Directors, which is reviewed annually and is available on the Company's website at www.pepsico.com under *Investors Corporate Governance*.

The Company's management has responsibility for preparing the Company's financial statements and the Company's independent auditors (independent registered public accountants), KPMG LLP (KPMG), is responsible for auditing those financial statements. In this context, the Audit Committee has met with management and KPMG to review and discuss the Company's audited financial statements. The Audit Committee discussed with Company management and KPMG the critical accounting policies applied by the Company in the preparation of its financial statements. These policies arise in connection with: revenue recognition and related trade spending; brand and goodwill valuations; income tax expense and accruals; and pension and retiree medical plans. The Company's management has represented to the Audit Committee that the financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee discussed with KPMG the matters required to be discussed by the Statement on Auditing Standards No. 61 (Communications with Audit Committees), as amended, and the Sarbanes-Oxley Act of 2002, and had the opportunity to ask KPMG questions relating to such matters. The discussions included the quality, and not just the acceptability, of the accounting principles utilized, the reasonableness of significant accounting judgments, and the clarity of disclosures in the financial statements. The Audit Committee also discussed with Company management the process for certifications by the Company's Chief Executive Officer and Chief Financial Officer, which is required by the Securities and Exchange Commission and the Sarbanes-Oxley Act of 2002 for certain of the Company's filings with the Securities and Exchange Commission.

The Audit Committee reviewed with the Company's internal and independent registered public accountants the overall scope and plans for their respective audits for 2008. The Audit Committee also received regular updates from the Company's General Auditor on internal control and business risks and the Company's senior officer for compliance and business practices on compliance and ethics issues. The Audit Committee also received an update on the Company Law Department's compliance with Part 205 of Section 307 of the Sarbanes-Oxley Act of 2002 regarding standards of professional conduct for attorneys. The Audit Committee meets with the internal and independent registered public accountants, with and without management present, to discuss their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting. The Audit Committee also meets with the Company's General Counsel, with and without other members of management present, to discuss the Company's compliance with laws and regulations.

The Audit Committee reviewed and discussed with KPMG, KPMG's independence and, as part of that review, received the written disclosures required by applicable professional and regulatory standards relating to KPMG's independence from the Company, including the Public Company Accounting Oversight Board pertaining to the independent accountant's communications with the Audit Committee concerning independence. The Audit Committee also reviewed and pre-approved all fees paid to the independent registered public accountants. These fees are described in the next section of this Proxy Statement. The Audit Committee also considered whether KPMG's provision of non-audit services to the Company was compatible with the independence of the independent registered public accountants. The Committee has adopted a formal policy on Audit, Audit-Related and Non-Audit Services, which is published on the Company's website and which is briefly described in the next section of this Proxy Statement. The Audit Committee concluded that the independent registered public accountants are independent from the Company and its management.

Table of Contents

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 27, 2008, for filing with the Securities and Exchange Commission. The Audit Committee has also retained KPMG as the Company's independent registered public accountants for the fiscal year 2009, and the Audit Committee and the Board have recommended that shareholders ratify the appointment of KPMG as the Company's independent registered public accountants for the fiscal year 2009.

Messrs. Ian M. Cook and Lloyd G. Trotter joined the Audit Committee on March 14, 2008.

THE AUDIT COMMITTEE

IAN M. COOK

DINA DUBLON

ALBERTO IBARGÜEN

JAMES J. SCHIRO, CHAIRMAN

LLOYD G. TROTTER

AUDIT AND NON-AUDIT FEES

The following table presents fees for professional audit services rendered by KPMG LLP, the Company's independent registered public accountants, for the audit of the Company's annual financial statements for 2007 and 2008, and fees billed for other services rendered by KPMG LLP.

	2007	2008
Audit fees	\$ 18,793,000	\$ 20,450,000
Audit-related fees(1)	\$ 1,974,000	\$ 1,567,000
Tax fees(2)	\$ 461,000	\$ 754,000
All other fees(3)	\$	\$ 223,000

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- (1) Audit-related fees for 2007 and 2008 consisted primarily of the audits of certain employee benefit plans, due diligence reviews of certain businesses acquired, agreed upon procedures reports and the issuance of comfort letters.
- (2) Tax fees for 2007 and 2008 consisted primarily of international tax compliance services.
- (3) All other fees for 2008 consist of fees for the review of the Company's customs procedures.

We understand the need for the independent registered public accountants to maintain their objectivity and independence, both in appearance and in fact, in their audit of the Company's financial statements. Accordingly, the Audit Committee has adopted the PepsiCo Policy for Audit, Audit Related and Non-Audit Services. The policy provides that the Audit Committee will engage the independent registered public accountants for the audit of the Company's consolidated financial statements and other audit-related work. The independent registered public accountants may also be engaged for tax and other non-audit related work if those services: enhance and support the attest function of the audit; are an extension to the audit or audit-related services; or are services with respect to which, under the circumstances, KPMG offers unique qualification and there is clearly no question regarding their independence in providing such service. The policy further provides that on an annual basis the independent registered public accountants' Global Lead Audit Partner will review with the Audit Committee the services the independent registered public accountants expects to provide in the coming year and the related fee estimates. In addition, PepsiCo will provide the Audit Committee with a quarterly status report regarding the Committee's pre-approval of audit-related, tax or other non-audit services that the independent registered public accountants have been pre-approved to perform, have been asked to provide or may be expected to provide during the balance of the year. PepsiCo's Policy for Audit, Audit Related and Non-Audit Services is available on the Company's website at www.pepsico.com under *Investors Corporate Governance*.

Table of Contents

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides information regarding the compensation paid to our executive officers who are identified as Named Executive Officers in the 2008 Summary Compensation Table on page 39 of this Proxy Statement.

Compensation Philosophy

It is critical to our long-term success and growth that our businesses are managed by highly capable leaders with the experience, skills and dedication to oversee a growing and changing global organization. To achieve this objective, we have designed our compensation programs to help recruit, retain and motivate a large group of talented and diverse domestic and international employees. Our programs are highly incentive-based and competitive in the marketplace, with Company performance determining a significant portion of total compensation. As a result, it is our objective that, when PepsiCo's financial performance exceeds that of our peer group median, our executives receive total compensation above the peer group median. Likewise if PepsiCo's financial performance were to fall below the peer group median, our executives would receive total compensation below the peer group median.

Our executive compensation philosophy is based on the principle that PepsiCo will achieve its best results when its employees act and are rewarded as business owners. Ownership is not only about owning stock, but it is also about being accountable for business results, in good times and bad. Owners act with the conviction that their business is personal and that they can make a difference. Owners take initiative and responsibility for the assets of the business and its employees. As executives progress to higher levels at PepsiCo, their responsibilities and rewards progress as well.

How We Determine Compensation

Role of the Compensation Committee. The Compensation Committee oversees the design and administration of PepsiCo's compensation programs and evaluates these programs against competitive practices, legal and regulatory developments and corporate governance trends. The Compensation Committee approves, and recommends to the Board of Directors, the total compensation for each executive officer. The independent members of the Board approve the compensation for the Chairman & CEO and other executive officers. As part of its processes and procedures for determining executive compensation, the Compensation Committee annually:

reviews and establishes the peer group companies used as a reference to benchmark Company performance and executive officer compensation;

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reviews executive officer compensation to ensure that a significant portion is performance-based to create incentives for above-target performance and consequences for below-target performance;

reviews Tally Sheets which provide a comprehensive overview of the aggregate value of the compensation and benefits for executive officers as well as the total value an executive officer would receive upon a variety of termination scenarios (such as involuntary termination, resignation, retirement, long-term disability, death and change-in-control);

approves specific performance targets, which are linked to Company-wide or business unit performance, depending on an executive officer's position and scope of responsibility;

confirms with the Committee's external consultant that total compensation paid to each executive officer is appropriate based on an analysis that compares the Company's financial performance relative to the performance of its peer group as measured by financial metrics including shareholder returns and operating performance over one-year and three-year time periods;

Table of Contents

approves base salary adjustments to the extent they are warranted by changes in market pay data; and

approves annual and long-term incentive award payouts each year based on performance achieved in the prior year relative to the pre-established performance targets.

Each year, actual annual incentive awards, long-term incentive awards and pay actions for the executive officers are approved by the independent members of the Board on the recommendation of the Compensation Committee. The Compensation Committee bases its recommendations on an analysis of PepsiCo's actual performance relative to financial goals established in advance by the Compensation Committee and an analysis of each executive officer's individual performance and contributions to PepsiCo's strategic goals.

Role of Management. The Compensation Committee and Board of Directors determine the compensation of the Chairman & CEO without management input. The Compensation Committee and the Board solicit input from the Chairman & CEO to obtain her evaluation of performance and her recommendation in determining pay for other executive officers. No executive officer is present when his or her compensation is discussed by the Committee or the Board of Directors.

In addition, the Company's human resources department prepares materials for review by the Compensation Committee and provides data, analysis and recommendations for the Committee's consideration regarding the Company's compensation programs and policies, as well as pay levels for non-executive officers. The human resources department also administers PepsiCo's compensation and benefits programs and policies based on the direction of the Compensation Committee.

Role of the External Consultant. The Compensation Committee considers analysis and advice from its external consultant when making compensation decisions for the Chairman & CEO and other executive officers. The external consultant assists in evaluating the Company's compensation objectives, provides market information in order to assist the Committee and the Board in making pay decisions and verifies the alignment between executive officer pay and PepsiCo's financial performance relative to the peer group approved by the Compensation Committee. The external consultant attends Committee meetings, and Committee members have direct access to the consultant without management involvement. While the external consultant works directly for the Compensation Committee, and the Committee has the sole authority to hire and fire the external consultant, the consultant sometimes obtains input from management to ensure that the consultant's recommendations and advice reinforce PepsiCo's business strategy, principles and values.

During 2008, the Compensation Committee engaged Frederic W. Cook & Co. as its external consultant. The services performed by Frederic W. Cook & Co. have been exclusively limited to executive compensation consulting for the Compensation Committee. Frederic W. Cook & Co. is prohibited from undertaking any work with PepsiCo management or employees. Frederic W. Cook & Co. provides recommendations on CEO pay directly to the Compensation Committee without consulting PepsiCo's Chairman & CEO or management.

Peer Group. The Compensation Committee utilizes the same peer group to annually evaluate both executive officer pay levels and Company performance. The Compensation Committee annually reviews and validates the peer group with the assistance of its external consultant to ensure all peer companies remain an appropriate basis for comparison. The Compensation Committee approves any changes to the peer group. For pay decisions made by the Compensation Committee in February 2008 (to reward 2007 performance), the peer group consisted of 14 large public consumer products companies with a strong brand focus that PepsiCo competes with for executive officer talent.

In July 2008, the Compensation Committee approved the addition of nine companies to the peer group. The peer group was expanded for two reasons. First, the number of peer group companies had declined over time due to mergers and acquisitions (including the removal of Anheuser-Busch Companies, Inc. in 2008). Second, because PepsiCo's revenue growth exceeded that of the peer group median over the past few years, the Committee determined that the addition of nine companies would better align the peer group's median revenue and market capitalization with PepsiCo's.

Table of Contents

The additional peer companies were selected based on several criteria:

Comparable size (based on revenue and market capitalization),

Global presence,

Strong consumer brands, and

Innovative culture.

The Compensation Committee approved the following twenty-two peer companies, which are listed in order of 2008 revenue size (from largest to smallest):

Company	Revenue (\$Bn)	12/27/08 Market Capitalization (\$Bn)
• Hewlett-Packard Company*	118.4	84.5
• The Procter & Gamble Company	83.5	180.7
• Johnson & Johnson	63.7	162.5
• Unilever PLC*	57.0	93.3
• Kraft Foods Inc.	42.2	39.1
• The Walt Disney Company*	37.8	41.1
• Intel Corporation*	37.6	78.9
• Apple Inc.*	32.5	76.3
• The Coca-Cola Company	31.9	103.1
• American Express Company*	31.9	20.8
• 3M Company	25.3	38.6
• McDonald's Corporation*	23.5	68.1
• Groupe Danone*	21.4	43.7
• Kimberly-Clark Corporation	19.4	21.5
• Nike, Inc.*	18.6	24.1
• Colgate-Palmolive Company	15.3	34.4
• General Mills, Inc.	13.7	19.2
• Sara Lee Corporation	13.2	6.7
• Kellogg Company	12.8	16.1
• H.J. Heinz Company	10.1	11.7
• Campbell Soup Company	8.0	10.2
• The Estee Lauder Companies Inc.	7.9	5.8

* Represents a company added to the peer group in July 2008

PepsiCo is the fifth largest company in the new peer group in terms of 2008 revenue and 2008 fiscal year-end market capitalization. PepsiCo's 2008 revenue was \$43.3 billion compared to the peer group median of \$24.4 billion and 75th percentile of \$37.8 billion, and PepsiCo's 2008 fiscal year-end market capitalization was \$84.7 billion compared to the peer group median of \$38.9 billion and 75th percentile of \$78.2 billion.

During the fall of 2008, the Compensation Committee's external advisor benchmarked executive officer compensation and Company financial performance using the new peer group for purposes of determining February 2009 pay actions to reward 2008 performance.

In addition to utilizing data from the peer group, the Compensation Committee also relies on data from Towers Perrin's published executive compensation survey, as well as pay data collected from the full Fortune 100, as secondary reference points to help the Committee obtain a general understanding of current pay practices for executive officers other than the Chairman & CEO.

Table of Contents

Executive Compensation Policies. Pay levels for executive officers are designed to be competitive relative to our peer group companies and, most importantly, align with the Company's performance. Pay-for-performance is a critical policy in designing our executive officer compensation. As a result, our pay mix, defined as the amount of cash and equity-based incentive awards relative to total compensation, places the greatest emphasis on performance-based incentives. As illustrated in the following charts, consistent with market practice, 90% of our Chairman & CEO's target total compensation (excluding change in pension value, benefits and perquisites) is variable, and approximately 80% of the target total compensation (excluding change in pension value, benefits, and perquisites) for our other Named Executive Officers is variable:

To sustain PepsiCo's long-term performance, we set stretch financial goals that are generally set to meet our peer group's 75th percentile performance (i.e., the top 25% of peer companies). Our objective is to compensate at the 75th percentile relative to our peer group when we achieve performance at or above the 75th percentile of our peer group. To accomplish this, we annually review compensation (base salary, annual incentive awards and long-term incentive awards) provided by our peer group to set target total compensation levels for our executive officers between the peer group median and 75th percentile for similar positions. We then utilize variable pay incentives to award pay in line with our performance. Our design is set to ensure that our pay-for-performance programs deliver total compensation at the 75th percentile when financial performance is at or above the peer group 75th percentile. If financial performance were to be below the peer group 75th percentile, total compensation awarded would be below the 75th percentile.

Risk Mitigation. PepsiCo's compensation programs have been designed with features that discourage executives from taking unnecessary and excessive risks that would threaten the health and viability of the Company.

In determining annual incentive awards, the portion of the award earned based on Company-wide, business unit or division financial performance includes top-line, bottom-line and market share financial metrics to ensure balanced growth. Furthermore, executives cannot receive a revenue score above target and cannot receive the portion of their annual incentive based on market share unless they achieve their profit target. This profit gate-keeper on revenue and market share creates a strong incentive to sell profitable product. The Company's annual incentive program has several governance features to discourage executives from taking excessive risks:

If an executive officer assumes a leadership position of a different business unit, the annual incentive award is determined based 50% on the prior business unit and 50% on the current business unit. This practice ensures that executive officers are held accountable for results in the prior business unit in which they established the subsequent year's business priorities and long-term strategies.

Table of Contents

The PepsiCo, Inc. Executive Incentive Compensation Plan that is being presented to shareholders for approval at the 2009 Shareholder Meeting includes a clawback provision that allows the Company to cancel or recoup annual incentive awards if an executive violates PepsiCo's Worldwide Code of Conduct, engages in gross misconduct or violates non-compete, non-solicitation or confidentiality provisions.

Long-term equity incentive awards represent the most significant element of executive officer pay to ensure that executives have a strong incentive to create long-term shareholder value. In particular, equity awards to executive officers are balanced equally between stock options and performance-based restricted stock units (PSUs). PSUs are paid only if PepsiCo meets Compensation Committee-approved financial targets during a three-year period, and the Compensation Committee determines the award that should be paid at the end of the performance period.

The Company's long-term incentive program also has several governance features to further support executives' long-term focus:

Although equity awards partially vest upon retirement, retiring executives must wait until the end of the three-year performance period in order to earn PSU awards based on achievement of pre-established financial performance metrics, and they cannot exercise stock options until the end of the regular three-year vesting period.

A clawback provision gives the Company the right to cancel awards and recoup gains from stock option exercises and PSU payouts if an executive violates PepsiCo's Worldwide Code of Conduct, engages in gross misconduct or violates non-compete, non-solicitation or confidentiality provisions.

Stock ownership guidelines require executive officers to personally own significant levels of stock.

An exercise and hold policy limits the number of shares that an executive officer may receive upon exercising stock options if the executive officer has not met his or her ownership guideline.

To ensure continued personal commitment to PepsiCo's stock performance and to maintain a long-term perspective, the Board increased the stock ownership guidelines in 2008. In addition, the Board adopted a policy requiring that 100% of the shares held under the ownership guidelines must be retained for a minimum of six months after retirement or termination, and 50% must be retained for a minimum of one year after retirement or termination.

Components of PepsiCo's Compensation and Benefits Programs

For 2008, the primary components of our compensation and benefits programs for executive officers were (1) base salary, (2) annual incentive awards, (3) performance-based long-term cash awards, (4) long-term equity incentive awards, (5) retirement programs and (6) benefits and perquisites. These components promote the compensation objectives described in the Compensation Philosophy section of this Compensation Discussion and Analysis and are underpinned by the governance features highlighted at the end of this Compensation Discussion and Analysis (beginning on page 36 of this Proxy Statement).

1. Base Salary. Base salary is the fixed component of executive compensation intended to meet the objective of attracting and retaining the executive officers necessary to lead the Company. The relative levels of base salary for the Chairman & CEO and the

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other executive officers are based on the underlying accountabilities of each executive officer's position and reflect each executive officer's scope of responsibility. The Compensation Committee annually reviews executive officer salaries and benchmarks them against data with respect to similar positions among the peer group companies and in the Fortune 100 and Towers Perrin executive compensation survey. In addition, executive officer salaries are analyzed relative to internal positions to ensure equity and alignment of our pay within PepsiCo. Base salaries paid to our Named Executive Officers in 2008 are presented under column (c) in the 2008 Summary Compensation Table (page 39 of this Proxy Statement).

Table of Contents

During 2008, the Compensation Committee did not change the base salaries of Ms. Nooyi, Mr. White, Mr. Compton and Mr. Goodman, as the Committee determined that their salaries were market competitive. The Committee increased Mr. Carey's salary by 3.9% in February 2008 to align with market competitive salaries of comparable positions.

2. Annual Incentive Compensation. We provide performance-related annual incentive compensation opportunities to our executive officers under the shareholder-approved PepsiCo, Inc. 2004 Executive Incentive Compensation Plan (2004 EICP). Awards under the 2004 EICP are designed to provide annual incentives to drive Company, business unit and individual performance.

Setting the Maximum Award for Tax Deductibility: We intend awards to be fully deductible for federal income tax purposes under Section 162(m) of the Internal Revenue Code. To achieve this, we establish each executive officer's maximum award, within the shareholder-approved limits set forth in the 2004 EICP, based on pre-approved financial performance targets. In 2008, the Compensation Committee approved Core Earnings Per Share (Core EPS) growth as the financial performance target for all executive officers. After the Compensation Committee determines the degree to which the financial performance target has been met, the Committee approves the maximum award payable under the 2004 EICP and then exercises discretion to reduce, but not to increase, the amount of the actual award payable under the 2004 EICP based on performance against the Company and individual objectives described below.

In 2008, PepsiCo's actual Core EPS growth of 9% was below the target Core EPS growth of ~10%. This level of performance funded individual awards for each Named Executive Officer at 90% of the shareholder-approved limit, and resulted in the maximum award for each executive officer being capped at \$8.1 million. The Committee then exercised its discretion in determining the amount of the actual incentive awards provided to all Named Executive Officers. The description below outlines how actual annual incentives are determined.

Determining the Actual Award: Once the maximum award is determined based on the pre-approved financial performance target, the Compensation Committee considers both Company financial performance and individual performance to determine the actual incentive award payable to each executive officer. In no event will the actual award exceed the maximum award determined under the 2004 EICP. For our Chairman & CEO, performance is evaluated in a non-formulaic manner with no specific weighting given to the performance measures. For our other executive officers, Company performance is weighted approximately two-thirds and individual performance is weighted approximately one-third.

The range of potential incentive awards for each Named Executive Officer for 2008 is listed under columns (c), (d) and (e) in the 2008 Grants of Plan-Based Awards table on page 42 of this Proxy Statement. The actual payout can range from 0% to 200% of a Named Executive Officer's target incentive opportunity. If financial performance with respect to a specific measure is above or below target, actual payout will be leveraged above or below the target incentive opportunity.

Individual Performance Measures: The Compensation Committee evaluates individual performance based on measures related to an individual's contribution to PepsiCo's strategic business imperatives, such as improved operating efficiencies and driving PepsiCo's *Performance with Purpose* priorities in the areas of human sustainability, environmental sustainability and talent sustainability. The strategic business imperatives are intended to be challenging. They can be both qualitative and quantitative and vary for each executive officer. The Compensation Committee gives no specific weighting to the various strategic imperatives and evaluates individual performance in a non-formulaic manner.

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- ¹ In order to ensure the performance measures accurately reflect the performance of the Named Executive Officers and the Company's ongoing results, the Committee has decided to utilize Core EPS for compensation purposes. Core EPS results exclude the mark-to-market net impact on commodity hedges recorded in 2008 and 2007, the impact of restructuring and impairment charges recorded in 2008 and 2007 (including, for 2008, charges associated with our Productivity for Growth initiatives), our share of the Pepsi Bottling Group's restructuring and impairment charges recorded in 2008 and certain non-cash tax benefits recorded in 2007. These items are included when computing EPS growth in accordance with generally accepted accounting principles.

Table of Contents

Company Performance Measures: Our annual incentive plan utilizes Company performance measures that executives directly influence to ensure a direct link between performance and actual incentive awards. The specific 2008 Company performance measures used by the Committee when applying negative discretion to the maximum award for PepsiCo's Named Executive Officers under the 2004 EICP are listed in the table below. These performance measures relate to corporate-wide (PepsiCo) performance, business unit (such as PepsiCo International) performance and division (such as Frito-Lay North America) performance depending on the Named Executive Officer's position and scope of responsibility. If an executive officer assumes a leadership position of a different business unit, the annual incentive award is determined based 50% on the prior business unit and 50% on the current business unit. This practice ensures that executive officers are held accountable for results in the prior business unit in which they established the subsequent year's business priorities and long-term strategies.

Our corporate-wide financial performance objectives include Core EPS growth and net revenue growth. Similar objectives for business units and divisions are net operating profit before tax (NOPBT) growth and net revenue growth. In addition to these objectives, a market share growth target for each division is established. Achievement of the market share growth target can raise a Named Executive Officer's Company performance score by up to 25%. These financial performance objectives may be subject to adjustments for a number of items not in an executive's control, such as currency fluctuations, merger and acquisition activity and changes in generally accepted accounting principles (GAAP), as we believe that ongoing results are more reflective of performance than reported financial performance calculated under GAAP.

Name	Company Performance Measures
Indra K. Nooyi	Core EPS Growth & Net Revenue Growth
Richard A. Goodman	Core EPS Growth & Net Revenue Growth
Michael D. White	PepsiCo International: NOPBT Growth & Net Revenue Growth
John C. Compton	PepsiCo Americas Foods & North America Beverages: NOPBT Growth & Net Revenue Growth
Albert P. Carey	Frito-Lay North America & PepsiCo Americas Foods: NOPBT Growth & Net Revenue Growth

Results: After the end of 2008, the Compensation Committee evaluated PepsiCo's performance against the 2008 performance measures described above and determined each Named Executive Officer's actual incentive award. In determining annual incentive awards for the Chairman & CEO and the Chief Financial Officer in 2008, the Compensation Committee considered actual Company performance against the corresponding pre-established performance targets noted in the following table.

COMPANY PERFORMANCE MEASURES	TARGET	ACTUAL 2008 PERFORMANCE
Net Revenue Growth	~11%	10%
Core EPS Growth	~10%	9%

For the CEOs of PepsiCo's business units and divisions, NOPBT and net revenue growth targets were challenging and were set to approximate the 75th percentile of our peer group, meaning that targets were set to fall within the top 25% of peer companies. The actual annual incentive awards determined by the Compensation Committee for each Named Executive Officer are included in column (g) in the 2008 Summary Compensation Table on page 39 of this Proxy Statement.

For all Named Executive Officers except Al Carey, the annual incentive awards provided in March 2009 reflecting 2008 performance were less than annual incentive awards provided in March

Table of Contents

2008 reflecting 2007 performance. Mr. Carey's annual incentive award increased by approximately 4% due to strong Frito-Lay North America performance in 2008. Ms. Nooyi's actual annual incentive award is discussed on pages 34 and 35 of this Compensation Discussion and Analysis.

3. Performance-Based Long-Term Cash Compensation. Through 2008, executive officers, with the exception of the Chairman & CEO, had a performance-based long-term cash award opportunity that was expressed as a percent of salary. The Chairman & CEO was not eligible because a competitive performance-based long-term cash opportunity would not have provided meaningful retention in relation to the market-based equity opportunity. Beginning in 2009, all other executive officers will also no longer receive performance-based long-term cash awards, with the value allocated to the executive officers' annual incentive and equity opportunity. This change better aligns the pay mix for PepsiCo's executive officers with the market.

Through 2008, the Compensation Committee determined the amount of the actual award (as a percent of target) based on achievement of the same annual performance goals used for annual incentive compensation (see Annual Incentive Compensation discussion on pages 28 and 29 of this Proxy Statement for details). However, the long-term cash award vests and pays out in equal installments over three years, with the first installment paid out the calendar quarter following the performance year. The executive officers only receive the full value of these awards if they remain employed through the vesting period. Executive officers who retire from the Company are eligible to receive the full value of their unvested performance-based long-term cash awards. The value of the 2008 performance-based long-term cash awards to our Named Executive Officers is included under column (g) in the 2008 Summary Compensation Table on page 39 of this Proxy Statement. The value of performance-based long-term cash awards earned in 2006 and 2007, but paid in 2008, is included in footnote (8) to the 2008 Summary Compensation Table.

4. Long-Term Equity Incentive Compensation. Consistent with our compensation philosophy, we believe that stock ownership and stock-based incentive awards are the best way to align the interests of the executive officers with those of PepsiCo's shareholders. We have a long history of linking pay to our long-term stock performance for all employees, not just executives. This is best demonstrated by the fact that, since 1989, we have provided an annual grant of stock options to virtually all full-time U.S. employees under SharePower, our broad-based stock option program.

Executive officers' long-term equity incentives are comprised of:

- (a) Stock options and
- (b) Performance-based restricted stock units (PSUs) that pay out only if pre-approved performance targets are achieved

The annual executive officer long-term incentive program is designed to deliver a mix of approximately 50% stock options and 50% PSUs. Most executives are provided with a choice between stock options and restricted stock units (RSUs) that vest after three years of service. However, PepsiCo's executive officers, including the Chairman & CEO and the other Named Executive Officers, are not provided with this choice. The value of the annual equity award for these executive officers is balanced equally between stock options and PSUs.

Target grant levels for executive officers vary by position and are based on competitive benchmarking. Target grant levels are expressed in dollars (rather than as a percent of salary) and are set to approximate the peer group median. The actual size of

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grants awarded to executive officers can range from 0% to 150% of target and are determined based on Company and individual performance. We require that annual option and PSU awards made under the long-term incentive plans include vesting terms that encourage an executive officer to remain with PepsiCo for a number of years.

Upon recommendation by the Compensation Committee, the independent members of the Board directly approve individual awards to executive officers. Stock option and PSU grants are

Table of Contents

awarded under our shareholder-approved long-term incentive plans at Fair Market Value, defined as the average of the high and low stock prices rounded up to the nearest quarter on the date of grant. This formula mitigates the impact of our stock price's intra-day volatility when setting the grant price of equity awards. PepsiCo does not backdate, reprice or grant equity awards retroactively. Repricing of awards would require shareholder approval under the shareholder-approved 2003 and 2007 Long-Term Incentive Plans. PepsiCo's grant practices ensure all grants are made on fixed grant dates and at exercise prices or grant prices equal to the Fair Market Value on such dates. Our annual grant, if approved by the Board, is provided on the later of February 1st or the regularly scheduled January/February Board meeting. On February 1, 2008, the Board granted stock options and PSUs to all executive officers with a grant price of \$68.75 (the average of the low and high price on the date of grant, rounded up to the nearest quarter).

4(a). Stock Options. We believe that stock options are motivational and represent performance-based compensation, as they have no intrinsic value to recipients on the date of grant and they only deliver meaningful value if PepsiCo achieves sustained, long-term stock price growth. The number of stock options an executive officer receives each year can vary from 0% to 150% of target based on Company and individual performance as described earlier. Subject to Compensation Committee and Board approval, executive officers receive annual grants of stock options each February that generally vest after three years of service and expire after ten years. Executive officers who retire from the Company at age 55 through age 61 with at least 10 years of service are eligible to vest in a pro-rata portion of their stock option grants based on the length of time served in proportion to the full vesting period. Executive officers who retire from the Company at or after age 62 are eligible to vest in the full stock option grant. Dividends are not earned on stock option grants. The 2008 grant date fair value of stock option awards to our Named Executive Officers is presented under column (m) in the 2008 Grants of Plan-Based Awards table on page 42 of this Proxy Statement.

4(b). Performance-Based Restricted Stock Units (PSUs). Subject to Compensation Committee and Board approval, grants of PSUs are provided to executive officers annually from 0% to 150% of target based on Company and individual performance as described earlier. PSUs vest based on PepsiCo achieving pre-established annual financial performance targets for each year in a three-year performance period. The Compensation Committee establishes these financial performance targets each year. Financial performance targets for the PSUs have never been adjusted or reset, and management does not have the authority to do so.

Annual financial performance targets are set at the beginning of each year during the three-year performance period to achieve approximately 75th percentile financial performance relative to the peer group. When PepsiCo achieves these financial performance targets for each of the years in the three-year performance period, executive officers are eligible to receive the full number of shares subject to the award. If PepsiCo were to perform below the pre-established annual financial performance target in any of the three years during the performance period, the number of shares earned for that performance year would be proportionately reduced. No shares would be earned for a performance year if PepsiCo were to perform below the threshold set by the Committee for the performance year. For awards granted prior to 2009, the number of shares earned cannot exceed the number of PSUs awarded, even if PepsiCo were to exceed the financial performance targets in each performance year. Beginning with the 2009 award, the Board approved the ability to earn above-target PSU awards in order to reward performance that exceeds target. This change will allow executives to earn a number of shares up to 125% of the PSUs granted if PepsiCo exceeds its performance targets in each year during the three-year performance period.

Notwithstanding the attainment of the financial performance targets over the three-year performance period, the Board and Compensation Committee retain the right to reduce, but not increase, the size of the award that would otherwise be paid. Executive officers forfeit all PSUs if they leave PepsiCo prior to the completion of the three-year performance period. Executive officers who retire from the Company at age 55 through age 61 with at least 10 years of service are eligible to vest in a pro-rata portion of their PSU grants based on the length of time served in proportion to the full vesting period. Executive officers who retire from the Company at or after age 62 are eligible to vest in

Table of Contents

the full PSU grant. However, payment of the final award remains contingent on achieving the 3-year performance targets.

In February 2008, the Compensation Committee set ~10% Core EPS growth as the financial performance level necessary for executive officers to earn the full PSU award for the 2008 performance year. PepsiCo's 2008 actual Core EPS growth of 9% was lower than the ~10% Core EPS growth target. Based on the 2008 PSU performance scale previously established by the Compensation Committee, the Committee certified that executive officers had earned 50% of the PSU shares for (i) the final third of the PSUs granted in 2006, (ii) the second third of the PSUs granted in 2007 and (iii) the first third of the PSUs granted in 2008. As a result of PepsiCo's meeting 100% of the Core EPS growth targets for 2006 and 2007 and 50% of the Core EPS growth target for 2008, 83% of the PSUs awarded to executive officers in 2006 vested in February 2009 and 17% of those PSUs were forfeited, as outlined in the following table:

Name	2006 PSUs Granted	2006 PSUs Forfeited Due to EPS Achievement	2006 PSUs Vested and Paid Out in '09
I. Nooyi	17,974	3,002	14,972
R. Goodman*			
M. White	17,974	3,002	14,972
J. Compton	12,596	2,104	10,492
A. Carey	11,022	1,841	9,181

* Mr. Goodman received a service-based RSU award in February '06, prior to assuming the role of PepsiCo CFO.

The 2008 grant date fair value of PSUs to our Named Executive Officers is included under column (m) in the 2008 Grants of Plan-Based Awards table on page 42 of this Proxy Statement. Executive officers earn dividend equivalents on their PSUs and RSUs during the vesting period that are paid out (without interest) only if and when the corresponding PSUs and RSUs vest.

5. Retirement Programs. Our U.S. retirement programs consist of defined benefit pension plans, retiree medical coverage, retiree life insurance, and a 401(k) plan. Our defined benefit pension plans are designed to facilitate the retirement of employees who have performed at PepsiCo over the long term. Pension benefits are calculated based on years of service and pay (i.e., base salary and annual incentive compensation). Awards of stock options, PSUs, RSUs and performance-based long-term cash are not considered when determining pension benefits. Executive pension benefits are calculated using the same formula as other salaried employees; however, because of IRS compensation and benefit limits applicable to PepsiCo's qualified pension plan, a significant portion of an executive officer's pension is typically provided by a non-qualified, unfunded pension plan. As a result, pension benefits are provided to Named Executive Officers under two plans, a qualified and a non-qualified plan. The present value of each Named Executive Officer's accumulated benefit under the qualified and non-qualified pension plans is set forth in the 2008 Pension Benefits table on page 46 of this Proxy Statement. The narrative following the 2008 Pension Benefits table describes the plans material features.

Named Executive Officers are eligible for retiree medical coverage. This benefit is available to all salaried employees based on age and service, and our executives who enroll for coverage are required to pay twice as much for their coverage as other retirees. Named Executive Officers are also eligible for retiree life insurance equal to 100% of eligible pay (i.e., base salary and annual incentive award) upon death in retirement at age 55, declining by 10% per year thereafter, with a \$5,000 maximum benefit beginning at age 65.

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Executive deferrals into the 401(k) plan and Company matching contributions are also limited by IRS regulations. While the Company does permit most executives to defer their base salary and annual incentive compensation, PepsiCo does not provide an excess plan to offset 401(k) limitations. PepsiCo also does not provide to executives other special benefit plans such as executive life insurance.

Table of Contents**6. Benefits and Perquisites**

6(a). Benefits. Executives generally receive the same healthcare benefits as other employees. U.S.-based medical benefits are the same for all participants in the Company's healthcare program; however, our executives are required to pay twice as much for their coverage. All of our employees, including executive officers, are eligible to participate in HealthRoads, PepsiCo's broad-based wellness program. HealthRoads provides our employees with personal health coaching recommendations and encouragement to reach exercise, weight management, nutrition, smoking cessation and stress management goals. In addition, executive officers who relocate at PepsiCo's request are supported under the relocation program available to all PepsiCo employees. The program covers relocation expenses and applicable reimbursement of taxes associated with moving.

6(b). Perquisites. Consistent with our philosophy of making compensation primarily performance-based, we limit executive perquisites to a company car, an annual physical and selective personal use of company aircraft and ground transportation. As part of the company car program, executive officers (with the exception of the Chairman & CEO) have the option of receiving a low emission, fuel efficient automobile (as designated by the Environmental Protection Agency's SmartWay program) supplied through the Company (including insurance, maintenance and fuel) or a monthly payment in lieu of the automobile benefit. For Ms. Nooyi, the Compensation Committee has authorized personal use of the Company's ground transportation in lieu of a company car along with personal use of the company aircraft. Ms. Nooyi's use of a car and driver for commuting and business, as well as personal use of company aircraft, enhances security and personal safety and increases her time available for business purposes. Ms. Nooyi is fully responsible for any tax liability associated with these perquisites.

Personal use of company ground transportation is utilized by other executive officers on a limited and selective basis. Executives are fully responsible for their tax liability associated with any personal use of company ground transportation. In addition, during 2008, personal use of company aircraft was available and utilized by other executive officers on a selective basis. Beginning in 2009, all executive officers, other than Ms. Nooyi, must reimburse PepsiCo for the full variable operating cost of personal flights in excess of a certain number of hours per year as established by the Compensation Committee. All executives are fully responsible for any tax liability associated with personal use of aircraft.

We do not provide executive officers other perquisites such as country club memberships, financial planning or company-paid apartments.

6(c). Change-in-Control Provisions. All employees, including Named Executive Officers, and non-employee directors are provided change-in-control protections for their equity awards under our shareholder-approved long-term incentive plans. For all grants in 2007 and thereafter, stock options vest and RSUs and PSUs are paid at target if the participant is terminated without cause or resigns for good reason within two years following a change in control of PepsiCo or if the acquiring entity fails to assume the awards (double trigger). We adopted double trigger vesting to ensure management talent would be available to assist in the successful integration following a change-in-control and to align with emerging governance trends.

For all grants prior to 2007, stock options vest and RSUs and PSUs are paid upon a change in control of PepsiCo. In the event a participant is terminated without cause within two years following the change in control or the participant's options are adversely modified, the participant receives a payment up to the present value of his or her outstanding pre-2007 options at the time of such event calculated using the Black-Scholes formula.

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Named Executive Officers are not eligible to receive any cash severance, continued health and welfare benefits, pension service credit, tax gross-ups or any other change-in-control benefits other than the change-in-control protections under our long-term incentive plans described earlier.

Table of Contents

6(d). Executive Deferral. Under the PepsiCo Executive Income Deferral Program, most U.S.-paid executives can elect to defer up to 85% of their base salary and up to 100% of their annual cash incentive awards into phantom investment funds which grow on a tax-deferred basis. Prior to 2004, stock option gains and performance-based long-term cash awards were also eligible for deferral. If stock options were deferred, they were required to have been exercised within one month of expiration and the gains were required to have been deferred into the PepsiCo Common Stock Fund.

Executives have the opportunity to invest their deferrals into nine market-based funds, including the PepsiCo Common Stock Fund and an investment fund that earns interest at 120% of the Long-term Applicable Federal Rate. The executive deferral program does not guarantee a rate of return, and none of the funds provides above market earnings.

PepsiCo does not match an executive's deferrals. The PepsiCo Executive Income Deferral Program is a non-qualified and unfunded program in which account balances are unsecured and at-risk, meaning the balances may be forfeited in the event of the Company's bankruptcy. The narrative accompanying the 2008 Non-Qualified Deferred Compensation table on page 48 of this Proxy Statement describes the executive deferral program's material features.

Determining Chairman & CEO Compensation for 2008 Performance

As discussed earlier, the compensation provided to PepsiCo's Chairman & CEO is based on a pay-for-performance philosophy that is aligned with shareholder returns over the long-term; specifically:

The vast majority of compensation (i.e., 90%) is performance-based, with an appropriate mix of annual, intermediate, and long-term compensation.

Pay is targeted between the median and 75th percentile of peer companies, and above target pay can only be earned when PepsiCo delivers above-target performance.

Unlike many companies, the number of stock options received by executives may vary from 0% to 150% of target, based on performance objectives (as described above).

As Chairman & CEO of PepsiCo, Ms. Nooyi's compensation for 2008 performance recognized the Company's performance against pre-established Company financial targets, as well as Ms. Nooyi's performance against pre-established strategic imperatives. Based on 2008 performance, the Board of Directors approved for Ms. Nooyi a \$13.98 million total compensation package (defined as base salary, annual incentive and long-term incentive equity awards). This total compensation package is 9% lower than her compensation for 2007 performance as outlined in the following table:

Performance Year	Base Salary	Annual Incentive	Stock Award Value	Option Award Value	Total Compensation
2008	\$1,300,000	\$2,600,000	\$6,000,024 (1)	\$4,079,998 (3)	\$13,980,022
2007	\$1,300,000	\$3,200,000	\$6,428,538 (2)	\$4,382,569 (4)	\$15,311,107
% Change:	0%	-19%	-7%	-7%	-9%

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- (1) The PSU award for the 2008 performance year granted on Feb. 6, 2009 is disclosed in footnote (3) to the 2008 Grants of Plan-Based Awards Table and is valued based on the full FAS 123R grant date fair value.
- (2) The PSU award for the 2007 performance year granted on Feb. 1, 2008 is disclosed in the 2008 Grants of Plan-Based Awards Table and is valued based on the full FAS 123R grant date fair value.
- (3) The option award for the 2008 performance year granted on Feb. 6, 2009 is disclosed in footnote (3) to the 2008 Grants of Plan-Based Awards Table and is valued using the same FAS 123R assumptions as the 2008 award to ensure comparability of data.
- (4) The option award for the 2007 performance year was granted on Feb. 1, 2008 is disclosed in the 2008 Grants of Plan-Based Awards Table and is valued based on the full FAS 123R grant date fair value.

The above table is presented to show compensation actions for Ms. Nooyi based on 2007 and 2008 performance. It differs from the 2008 Summary Compensation Table which is required by the SEC to follow the Statement of Financial Accounting Standards 123R, Share-Based Payment (FAS 123R) methodology for expensing equity awards over the vesting period.

Table of Contents

At its February 2009 meeting, the Board of Directors approved Ms. Nooyi's \$2.6 million annual cash incentive award based on 2008 performance. This award is significantly below the maximum award of \$8.1 million and is a 19% decrease from her \$3.2 million annual incentive award for 2007 performance. Further, the Board of Directors also approved at its February 2009 meeting Ms. Nooyi's long-term incentive award with an estimated FAS 123R grant date present value of \$10.1 million (consisting of the PSU award and option award included in the table on the previous page). This amount represents a 7% decrease from her prior year long-term incentive award of \$10.8 million.

In determining Ms. Nooyi's annual and long-term incentive awards, the Committee considered PepsiCo's performance against pre-established Company-wide financial performance targets (specified on page 29 of this Compensation Discussion & Analysis), as well as the following results against financial and individual strategic imperatives:

Solid 9% Core EPS growth despite volatile foreign exchange rates and significant commodity inflation which negatively impacted the price of materials used in PepsiCo products.

At the end of 2008, PepsiCo Americas Beverages started the rollout of a revitalized beverage portfolio in the North American market, including new brand identities for Gatorade, Pepsi, Sierra Mist and Mountain Dew, as well as key product innovations such as a new formulation of SoBe Lifewater sweetened with PureVia™, an all-natural, zero-calorie sweetener recently approved by the FDA. The Company's Latin American Beverages business continued to generate solid top-line and bottom-line results.

PepsiCo Americas Foods delivered double-digit core division operating profit growth for 2008, despite continued commodity cost pressure.

PepsiCo International delivered 16% core operating profit growth for 2008 on 8% snacks volume growth and 13% beverage volume growth.

In the area of environmental sustainability, PepsiCo conserved 5 billion liters of water and 500 million kilowatt hours of energy by adopting operating efficiencies. PepsiCo was again included in the Dow Jones Sustainability North America Index and Dow Jones Sustainability World Index.

Finally, the Board of Directors left Ms. Nooyi's base salary unchanged at \$1.3 million through 2009 as her salary is appropriately positioned at the peer group median.

Effect of Recent Economic Volatility on Executive Pay

Despite the challenging economic environment that has impacted the Company's business, the Compensation Committee did not lower or otherwise adjust the financial performance targets for the annual or long-term incentive awards. In addition, other than a 3.9% increase for Mr. Carey approved in February 2008, the Compensation Committee did not increase salaries for the Named Executive Officers for 2008 or 2009. For all Named Executive Officers, other than Mr. Carey, the annual incentive awards approved in February 2009 for 2008 performance decreased versus awards approved in February 2008 for 2007 performance due to lower performance relative to pre-established financial targets.

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Furthermore, as PepsiCo's actual Core EPS growth of 9% was lower than the Compensation Committee's previously established 2008 Core EPS growth target of ~10%, executive officers earned 50% of the PSU shares for (i) the final third of the PSUs granted in 2006, (ii) the second third of the PSUs granted in 2007 and (iii) the first third of the PSUs granted in 2008. As a result of PepsiCo's meeting 100% of the Core EPS growth targets for 2006 and 2007 and 50% of the Core EPS growth target for 2008, 83% of the PSUs awarded to executive officers in 2006 vested in February 2009 and 17% of those PSUs were forfeited.

Table of Contents***Additional Features of our Executive Compensation Programs***

Our compensation and benefit programs operate with the following governance features:

Stock Ownership. To reinforce our ownership philosophy, the Board has established stock ownership guidelines for executive officers. Under those guidelines, executive officers are required to own shares of PepsiCo stock equal to a specified multiple of their annual base salary. The multiples applicable to the executive officers through 2008 varied from between two and eight times base salary based on an executive officer's position. In 2008, the Board significantly increased the stock ownership levels. The new levels applicable to executive officers beginning in 2009 range from between four and ten times annual base salary:

	2008	2009
CEO	8x	10x
Business Unit CEOs	4x	6x
All Other Executive Officers	2x	4x

PepsiCo shares or equivalents held directly by the executive officer (or immediate family members), in the 401(k) plan, deferred compensation account, or in a trust for the benefit of immediate family members, count towards satisfying the requirement. Unexercised stock options, unvested PSUs and RSUs do not count towards satisfying the requirement.

Executive officers have five years from the date they first become subject to a particular level of the stock ownership guidelines to meet the ownership level. All of our executive officers have met or are on track to meet their objectives within the five-year time requirement. In 2008, the Board approved an additional change to the stock ownership guidelines requiring executive officers to continue to hold 100% of the shares needed to meet the applicable level of stock ownership until at least six months after termination or retirement and to continue to hold 50% of the shares needed to meet the applicable level of stock ownership until at least one year after termination or retirement. The Board believes that this change further aligns the interests of PepsiCo's executive officers with those of shareholders.

Exercise and Hold Policy. To ensure that our executive officers exhibit a strong commitment to PepsiCo share ownership, the Board of Directors adopted an Exercise and Hold Policy in 2002. This policy limits the proceeds that an executive officer may receive in cash upon exercise of options during each calendar year to 20% of the aggregate value of all the executive officer's in-the-money vested options as of the annual equity grant date for that year. Any proceeds in excess of this 20% limit must be held in PepsiCo shares for at least one year after the date of exercise. Beginning in 2009, executive officers who meet their recently increased ownership level are exempt from this requirement, as long as they continue to meet their ownership guideline.

Employment Contracts and Separation Agreements. Named Executive Officers, including the Chairman & CEO, do not have employment contracts. Consistent with our approach of rewarding performance, employment is not guaranteed; thus the Company or the Named Executive Officer may terminate the employment relationship at any time. In some cases, the Compensation Committee or Board of Directors may agree to provide separation payments to departing executives upon their termination to obtain an extended non-compete, non-solicitation and non-disclosure agreement and a release of claims.

Clawback Provision. Under the terms of our long-term incentive plans and our executive deferral program, employees, including Named Executive Officers, who violate PepsiCo's Worldwide Code of Conduct, who violate our non-compete, non-solicitation and non-disclosure policies or who engage in gross misconduct may be subject to financial consequences. Our long-term incentive plans permit PepsiCo to cancel an executive's outstanding equity awards, including both vested and unvested awards, if PepsiCo determines that the executive has committed any such violation. Our long-term incentive plans and the PepsiCo Executive Income Deferral Program also permit PepsiCo to recover all gains from exercised stock options and vested RSUs and PSUs as well as any gains earned on contributions to the PepsiCo Executive Income Deferral Program. The PepsiCo, Inc. Executive Incentive Compensation Plan that is being presented to shareholders for their approval at the Annual Meeting includes similar clawback provisions that would be applicable to annual incentive payments.

Table of Contents

Hedging. Our insider trading policy prohibits executive officers from using any strategies or products (such as derivative securities or short-selling techniques) to hedge against the potential changes in the value of PepsiCo stock.

Trading Windows. Executive officers can only purchase and sell PepsiCo stock and exercise stock options during approved trading windows, which generally open two days after PepsiCo issues its quarterly earnings release. Trading windows typically close one month after the opening of the window.

Tax Considerations

In establishing total compensation for the executive officers, the Compensation Committee considers the effect of Section 162(m) of the Internal Revenue Code. Section 162(m) generally disallows a tax deduction for compensation over \$1,000,000 paid for any fiscal year to the Chief Executive Officer and the three other highest paid executive officers other than the Chief Financial Officer unless the compensation qualifies as performance-based. While the Compensation Committee generally seeks to preserve the deductibility of most compensation paid to executive officers, it believes that the primary objective of the compensation program is to support the Company's business strategy. Thus, the Committee believes it should have flexibility in awarding compensation, even though some compensation awards may result in non-deductible compensation expenses.

For compensation awarded in 2008, PepsiCo expects that the executive compensation programs will have the following implications under Section 162(m):

Base salaries for all Named Executive Officers except the Chairman & CEO are fully deductible in 2008 as those salaries were at or under \$1 million.

Annual incentive awards and performance-based long-term cash awards are paid based on achievement of performance measures under the shareholder-approved 2004 EICP. As a result, cash incentive awards are deductible as performance-based under Section 162(m).

Stock option awards were provided under the shareholder-approved 2007 Long-Term Incentive Plan and are deductible as performance-based under Section 162(m) at the time stock options are exercised.

PSU awards were provided under the shareholder-approved 2007 Long-Term Incentive Plan and are paid out based on achievement of performance measures. As a result, the PSUs are deductible as performance-based under Section 162(m).

Summary

PepsiCo's compensation practices and compensation philosophy are designed to align executive interests with those of shareholders. We believe our pay programs have a strong pay-for-performance orientation, foster appropriate risk-taking, are properly designed to assist the Company in attracting, retaining and motivating the key talent PepsiCo needs to continue to compete and provide strong return to shareholders, and offer a competitive advantage to the Company and its shareholders.

Table of Contents

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2008.

Shona L. Brown joined the Compensation Committee on March 20, 2009.

THE COMPENSATION COMMITTEE

ARTHUR C. MARTINEZ, CHAIRMAN

SHARON PERCY ROCKEFELLER

VICTOR J. DZAU

DANIEL VASELLA

RAY L. HUNT

Table of Contents**2008 SUMMARY COMPENSATION TABLE**

The following table summarizes the compensation of the Named Executive Officers for the fiscal year ended December 27, 2008. The Named Executive Officers are the Company's Chief Executive Officer, Chief Financial Officer and certain other executive officers who were most highly compensated in fiscal year 2008, by reference to their total compensation in the table below (excluding amounts disclosed in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column).

Name and Principal Position (a)	Year (b)	Salary (\$)(2) (c)	Bonus (\$)(3) (d)	Stock Awards (\$)(4)(5)(6) (e)	Option Awards (\$)(6)(7) (f)	Non-Equity Incentive Plan Compensation (\$)(8) (g)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)(9) (h)	All Other Compensation (\$)(10) (i)	Total (\$) (j)
Indra K. Nooyi	2008	1,300,000	0	3,965,714	3,900,695	2,600,000	1,409,032	206,594	13,382,035
Director; Chairman of the Board and Chief Executive Officer	2007	1,300,000	0	3,231,973	2,829,423	3,200,000	825,085	92,215	11,478,696
	2006	964,413	0	2,006,876	2,353,440	3,000,000	898,884	153,506	9,377,119
Richard A. Goodman	2008	650,000	0	1,026,182	389,455	819,000	740,658	30,162	3,655,457
Chief Financial Officer	2007	565,385	0	1,080,718	233,026	822,998	414,308	28,637	3,145,072
	2006	470,508	0	619,224	290,339	696,007	491,459	27,614	2,595,151
Michael D. White	2008	1,000,000	0	3,614,040	1,531,432	2,289,800	1,445,271	179,894	10,060,437
Director; Vice Chairman, PepsiCo; Chief Executive Officer, PepsiCo International	2007	1,000,000	0	3,856,878	1,579,970	2,408,000	1,712,966	267,964	10,825,778
	2006	894,856	0	2,519,696	1,555,591	2,812,000	1,194,115	91,315	9,067,573
John C. Compton	2008	860,000	0	1,620,099	1,386,431	1,268,399	657,570	137,063	5,929,562
Chief Executive Officer, PepsiCo Americas Foods	2007	860,000	0	1,755,745	1,581,404	1,474,549	522,455	1,923,238	8,117,391
	2006	767,212	0	733,719	1,567,322	1,360,681	414,828	112,815	4,956,577
Albert P. Carey(1)	2008	759,539	0	1,009,038	901,252	1,378,240	811,353	373,404	5,232,826
President and Chief Executive Officer, Frito-Lay North America	2007	735,000	0	1,221,099	947,300	1,327,410	450,680	276,816	4,958,305

- (1) Mr. Carey was not a Named Executive Officer for 2006. As a result, only his 2008 and 2007 compensation information is included in the Summary Compensation Table.
- (2) Salary amounts reflect the actual base salary payments made to the Named Executive Officers in 2008, 2007 and 2006.
- (3) Bonus refers to cash annual incentive payments that are not performance-based. In 2008, 2007 and 2006, no such payments were made to any Named Executive Officer, as all cash incentives were performance-based and are reflected in column (g) of the table above, labeled Non-Equity Incentive Plan Compensation.
- (4) The amounts reported for stock awards represent restricted stock units (RSUs) and performance-based restricted stock units (PSUs) for which PepsiCo recorded a 2008, 2007 and 2006 compensation expense for financial statement reporting purposes. Under the required FAS 123R methodology, the compensation expense reflected in column (e) is for RSU and PSU grants made in 2008, 2007, 2006 and grants

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made in prior years which continue to be expensed. The dividend equivalents on the RSUs and PSUs are included in the FAS 123R compensation expense. The compensation expense reported in column (e) disregards any estimate of forfeitures and reflects the adjustment for actual PSU forfeitures due to financial performance specified in footnote (5) below. The full FAS 123R grant date fair value of the RSU and PSU awards granted in 2008 is included in column (m) in the 2008 Grants of Plan-Based Awards table on page 42 of this Proxy Statement. For a discussion of the assumptions and methodologies used in calculating the FAS 123R compensation expense of RSUs and PSUs reported in column (e), please see Note 6 to the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2008.

- (5) In February 2009, the Compensation Committee concluded that PepsiCo's actual 2008 Core EPS growth of 9% was below the Compensation Committee's pre-established Core EPS growth target of ~10% for the 2008 performance year as disclosed on page 32 of the Performance-Based Restricted Stock Units (PSUs) section of the Compensation Discussion and Analysis. Based on the 2008 PSU performance scale previously established by the Compensation Committee, the Compensation Committee certified that the executive officers had forfeited 50% of (i) the final third of the PSUs granted in

Table of Contents

2006, (ii) the second third of the PSUs granted in 2007 and (iii) the first third of the PSUs granted in 2008. Accordingly, PepsiCo's adjusted expense recognized in connection with these PSU awards in 2008 for each Named Executive Officer is shown in the following table:

Name	Full FAS 123R Stock Award Expense (a)(\$)	PSU Adjustment Due to Forfeited Amounts (b)(\$)	Total Reported in Summary Compensation Table Column (e) (a)+(b)(\$)
I. Nooyi	4,991,866	(1,026,152)	3,965,714
R. Goodman	1,137,852	(111,670)	1,026,182
M. White	4,026,680	(412,640)	3,614,040
J. Compton	1,942,659	(322,560)	1,620,099
A. Carey	1,244,645	(235,607)	1,009,038

- (6) Ms. Nooyi was promoted to CEO in October of 2006. Based on the FAS 123R methodology, approximately half of the 2007 stock and stock option award value reported in columns (e) and (f) was from smaller grants provided when she was President and CFO, and the remaining half was from her CEO grant provided in 2007. The majority of the 2008 stock and stock option award value reported for Ms. Nooyi in columns (e) and (f) is from the grants she received in 2007 and 2008 as CEO of the Company. Thus, the increase in Ms. Nooyi's LTI value in 2008 is largely attributable to her CEO transition. The following table illustrates how Ms. Nooyi's 2008 LTI value increased relative to her 2007 LTI value due to the expense associated with her 2008 CEO award compared to the expense for her 2005 President and CFO award:

Award Position	Award Year	'07 Expense (\$)	'08 Expense (\$)
CEO	2008	-	2,996,239
CEO	2007	3,025,411	2,749,904
CFO	2006	704,149	535,960
CFO	2005	746,609	57,431
CFO	2004 Annual and all Retention	1,585,227	1,526,874
Total		6,061,396	7,866,408
Increase in '08 Stock & Stock Option Awards Expense:			1,805,012

- (7) The amounts reported for option awards represent stock option grants for which PepsiCo recorded a 2008, 2007 and 2006 compensation expense. Under the required FAS 123R methodology, the compensation expense reflected in column (f) is for stock option grants made in 2008, 2007, 2006 and grants made in prior years which continue to be expensed. The compensation expense reported in column (f) disregards any estimate of forfeitures. The full FAS 123R grant date fair value of the stock option awards granted in 2008 is included in column (m) in the 2008 Grants of Plan-Based Awards table on page 42 of this Proxy Statement. For a discussion of the assumptions and methodologies used in calculating the FAS 123R compensation expense of the option awards reported in column (f), please see Note 6 to the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2008.
- (8) As described in the Annual Incentive Compensation and the Performance-Based Long-Term Cash Compensation sections of the Compensation Discussion and Analysis on pages 28 through 30 of this Proxy Statement, the amounts reported in column (g) reflect compensation earned for performance under the annual incentive compensation program and the full value of the performance-based long-term cash award, which is paid out in three equal annual installments based on continued service. Amounts reported in 2008, 2007 and 2006 reflect amounts earned for performance in those respective years. The following table presents separately the amount that each Named Executive Officer earned for 2008 performance under the annual incentive compensation program and performance-based long-term cash incentive program. The following table also presents the total amount of the non-equity incentive payouts that each Named Executive Officer received in March 2009. This total amount consists of the final third of the 2006 long-term cash award and the second third of the 2007 long-term cash award (both of which were previously reported for 2006 and 2007) along with the first third of the 2008 long-term cash award and the full 2008 annual incentive award. For Ms. Nooyi, the amounts reflected in the following table do not include any long-term cash award, as Ms. Nooyi is not eligible to participate in the performance-based long-term cash incentive program.

Name	Incentive Earned for 2008 Performance					
	Annual Incentive (a)(\$)	Performance- Based Long-Term Cash	Summary Compensation Table Column (g) Total Non-Equity	1/3 Performance- Based Long- Term Cash for 2006	1/3 Performance- Based Long- Term Cash for 2007	Total Non-Equity Incentive Payout March '09

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		(b)(\$)	Incentive (a)+(b)(\$)	Performance (c)(\$)	Performance (d)(\$)	(a)+(1/3)(b)+(c)+(d)(\$)
I. Nooyi	2,600,000	NA	2,600,000	NA	NA	2,600,000
R. Goodman	585,000	234,000	819,000	72,335	83,187	818,522
M. White	1,717,350	572,450	2,289,800	234,333	200,667	2,343,167
J. Compton	951,300	317,099	1,268,399	118,966	122,879	