

PEPSICO INC
Form 424B2
October 21, 2008

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This preliminary prospectus supplement relates to effective registration statements under the Securities Act of 1933, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectuses are not an offer to sell these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 21, 2008

**Filed Pursuant to Rule 424(b)(2)
Registration Nos. 333-154314
and 333-132716**

**PRELIMINARY PROSPECTUS SUPPLEMENT TO
BOTTLING GROUP, LLC PROSPECTUS DATED MARCH 24, 2006
AND
PEPSICO, INC. PROSPECTUS DATED OCTOBER 15, 2008**

\$

**Bottling Group, LLC
to be guaranteed, fully or partially, after the guarantee commencement date by**

PepsiCo, Inc.

% Senior Notes due 2014

We will pay interest on the % senior notes due 2014 (the notes) each and . The first interest payment will be made on , 2009. We may redeem the notes, with the prior consent of PepsiCo, Inc. (PepsiCo), in whole at any time or in part from time to time, at the redemption price set forth in this prospectus supplement.

The notes will be our senior unsecured obligations and will rank equally with all of our existing and future senior unsecured obligations and senior to any of our future subordinated obligations. After the guarantee commencement date, payment of principal and interest and premium, if any, on the notes will be unconditionally and irrevocably guaranteed on a senior unsecured basis by PepsiCo subject to the limitations and exceptions described herein. PepsiCo's guarantee may not become effective or may become effective as to less than all of the principal and interest and premium, if any, on the notes under certain circumstances. See Description of the Notes and the Guarantee Guarantee.

The notes will not be listed on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-7.

Public Offering Price(1)	Underwriting Discount	Proceeds, Before Expenses, to Bottling Group, LLC
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Per note		%		%		%
Total	\$		\$		\$	

(1) Plus accrued interest, if any, from _____, 2008, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or either of the accompanying prospectuses is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on _____, 2008.

Joint Book-Running Managers

Morgan Stanley

**Deutsche Bank Securities
HSBC**

J.P. Morgan

Merrill Lynch & Co.

Co-Managers

Banc of America Securities LLC

Citi

Credit Suisse

The Williams Capital Group, L.P.

The date of this prospectus supplement is _____, 2008.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectuses. Neither we nor PepsiCo has, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement and the accompanying prospectuses is accurate only as of the date on their respective front covers. Our or PepsiCo's business, financial condition, results of operations and pros