

ENRICO ROGER A  
Form 5  
February 11, 2003

<b>FORM 5</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549	OMB APPROVAL
<input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>	OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response.....1.0
<input type="checkbox"/> Form 3 Holdings Reported	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940	
<input type="checkbox"/> Form 4 Transactions Reported		

1. Name and Address of Reporting Person*  <b>Enrico Roger A.</b>	2. Issuer Name and Ticker or Trading Symbol  <b>PepsiCo, Inc. (PEP)</b>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below)
(Last) (First) (Middle)  <b>100 Crescent Court, Suite 700</b>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year  <b>12/2002</b>
(Street)  <b>Dallas TX 75201</b>	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/Day/Year)	2A. Deemed Execution Date; if any (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
<b>PepsiCo, Inc. Common Stock</b>							<b>50,131.00 (1)</b>	<b>D</b>	

FORM 5 (continued)

**Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans-action Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Trans-action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned and End of	10. Ownership Form of Derivative Securities Beneficially Owned by	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		any (Month/ Day/ Year)		(A)	(D)	Date Excer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Month (Instr. 4)	End of Month (Instr. 4)	
<b>Employee Stock Option (right to buy)</b>	<b>\$50.00</b>	<b>2/1/2002</b>		<b>A</b>		<b>3/31/02 (2)</b>	<b>01/31/12</b>	<b>PepsiCo, Inc. Common Stock</b>	<b>12,000.00</b>	<b>\$50.00</b>	<b>12,000.00</b>	<b>D</b>	

**Explanation of Responses:**

1. Includes 36 shares previously owned indirectly through PepsiCo's 401(k) plan.
2. These stock options vested upon the retirement of the reporting person.

**/s/ Robert E. Cox**

**February 11, 2003**

**Robert E. Cox  
Attorney-in-fact**

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.