

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
 EXCHANGE ACT OF 1934  
 For the quarterly period ended September 6, 1997 (12 and 36 Weeks Ended)

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
 EXCHANGE ACT OF 1934  
 For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-1183

PEPSICO, INC.  
 (Exact name of registrant as specified in its charter)

North Carolina  
 (State or other jurisdiction of  
 Employer incorporate or organization) 13-1584302  
 (I.R.S.  
 Identification No.)

700 Anderson Hill Road  
 Purchase, New York 10577  
 (Address of principal executive offices) (Zip Code)

914-253-2000  
 (Registrant's telephone number, including area code)

N/A  
 (Former name, former address and former fiscal year, if changed since last  
 report.)

Indicate by check mark whether the registrant (1) has filed all  
 reports required to be filed by Section 13 or 15(d) of the Securities  
 Exchange Act of 1934 during the preceding 12 months (or for such  
 shorter period that the registrant was required to file such reports),  
 and (2) has been subject to such filing requirements for the past 90  
 days.

YES  NO

Number of shares of Capital Stock outstanding as of October 3, 1997:  
 1,517,085,909

PEPSICO, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME  
 (in millions except per share amounts)

	52 Weeks Ended		
	Historical 12/28/96 (audited)	Pro Forma Adjustments (unaudited)	Pro Forma 12/28/96 (unaudited)
Net Sales	\$20,337		\$20,337
Costs and Expenses, net			
Cost of sales	8,452		8,452
Selling, general and administrative expenses	9,063		9,063
Amortization of intangible assets	206		206
Unusual items	576		576

Operating Profit	2,040		2,040
Interest expense	(565)	\$ 200(a)	(365)
Interest income	91	-	91
Income from Continuing Operations Before Income Taxes	1,566	200(a)	1,766
Provision for Income Taxes	624	74(b)	698
Income from Continuing Operations	942	126	1,068
Income from Discontinued Operations, net of tax	207	(207)(c)	-
Net Income	\$ 1,149	\$ (81)	\$ 1,068
Income per share			
Continuing Operations	\$ 0.59		\$ 0.67
Discontinued Operations	0.13		-
Net Income Per Share	\$ 0.72		\$ 0.67
Average Shares Outstanding Used To Calculate Income Per Share	1,606		1,606

See accompanying Notes to Unaudited Pro Forma Financial Statements.



Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

PEPSICO, INC.  
(Registrant)

Date: January 30, 1998

Sean F. Orr  
Senior Vice President and  
Controller

Date: January 30, 1998

Lawrence F. Dickie  
Vice President, Associate General  
Counsel and Assistant Secretary