

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

February 11, 2002

Date of Report (Date of earliest event reported)

PepsiCo, Inc.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation)

1-1183
(Commission File Number)

13-1584302
(IRS Employer Identification No.)

700 Anderson Hill Road, Purchase, New York 10577

(Address of Principal Executive Offices)

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

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Financial presentation materials.

Item 9. Regulation FD Disclosure

On February 12, 2002, a presentation regarding adjustments for FAS 142, EITF 01-9 and other changes for the fiscal year ended December 29, 2001 is being webcast. These adjusted amounts will be used for comparative purposes when presenting 2002 results. Certain financial materials relating to the presentation are attached to this report as Exhibit 99.1 and are currently available on our website.

This material contains certain "forward looking" statements. These statements are based on management's current expectations and are naturally subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein. PepsiCo is not under any obligation to update or alter its forward-looking statements, whether as a result of new information, future events, or otherwise.

SIGNATURES

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

Date: February 11, 2002

PepsiCo, Inc.

By: /s/ Thomas H. Tamoney, Jr.
Thomas H. Tamoney, Jr.
Vice President and
Associate General Counsel

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Financial presentation materials.

FLNA
2001 Restatement (Comparable Basis)

(\$MM)

	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	426	492	526	612	2,056
	-----	-----	-----	-----	-----
New Basis	426	492	526	612	2,056
	=====	=====	=====	=====	=====
 <u>Revenue</u>					
Old Basis	2,024	2,249	2,315	2,786	9,374
EITF	(246)	(282)	(301)	(329)	(1,158)
	-----	-----	-----	-----	-----
New Basis	1,778	1,967	2,014	2,457	8,216
	=====	=====	=====	=====	=====

FLI
2001 Restatement (Comparable Basis)

(\$MM)

	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	141	143	144	199	627
FAS 142	6	3	4	5	18
SVE	4	5	1	4	14
Other	-	(1)	(1)	-	(2)
	-----	-----	-----	-----	-----
New Basis	151	150	148	208	657
	=====	=====	=====	=====	=====
 <u>Revenue</u>					
Old Basis	1,069	1,225	1,190	1,646	5,130
EITF	(42)	(63)	(53)	(73)	(231)
SVE	162	173	170	201	706
Other	(14)	(19)	(17)	(19)	(69)
	-----	-----	-----	-----	-----
New Basis	1,175	1,316	1,290	1,755	5,536
	=====	=====	=====	=====	=====

PCNA
2001 Restatement (Comparable Basis)

(\$MM)

	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	182	249	238	258	927
FAS 142	(12)	(12)	(11)	(15)	(50)
Other	1	1	1	1	4
	-----	-----	-----	-----	-----
New Basis	171	238	228	244	881
	=====	=====	=====	=====	=====

<u>Revenue</u>					
Old Basis	771	962	969	1,140	3,842
EITF	(127)	(157)	(165)	(204)	(653)
	-----	-----	-----	-----	-----
New Basis	644	805	804	936	3,189
	=====	=====	=====	=====	=====

PBI
2001 Restatement (Comparable Basis)

(\$MM)

	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	31	94	93	3	221
FAS 142	(4)	(5)	(6)	(6)	(21)
Other	2	4	4	2	12
	-----	-----	-----	-----	-----
New Basis	29	93	91	(1)	212
	=====	=====	=====	=====	=====

<u>Revenue</u>					
Old Basis	380	737	724	741	2,582
EITF	(96)	(173)	(167)	(203)	(639)
Other	14	19	17	19	69
	-----	-----	-----	-----	-----
New Basis	298	583	574	557	2,012
	=====	=====	=====	=====	=====

GTNA
2001 Restatement (Comparable Basis)

(\$MM)

	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	89	172	189	80	530
FAS 142	16	16	16	21	69

Other	(3)	(4)	(4)	(3)	(14)
	-----	-----	-----	-----	-----
New Basis	102	184	201	98	585
	=====	=====	=====	=====	=====

Revenue

Old Basis	716	1,095	1,198	1,007	4,016
EITF	(40)	(89)	(125)	(63)	(317)
	-----	-----	-----	-----	-----
New Basis	676	1,006	1,073	944	3,699
	=====	=====	=====	=====	=====

QFNA
2001 Restatement (Comparable Basis)

(\$MM)					
	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
<u>NOPBT</u>					
Old Basis	78	87	110	140	415
FAS 142	2	1	2	2	7
	-----	-----	-----	-----	-----
New Basis	80	88	112	142	422
	=====	=====	=====	=====	=====

Revenue

Old Basis	370	445	510	666	1,991
EITF	(79)	(84)	(114)	(148)	(425)
	-----	-----	-----	-----	-----
New Basis	291	361	396	518	1,566
	=====	=====	=====	=====	=====

Bottling Equity Income
2001 Restatement (Comparable Basis)

(\$MM)					
	Q1	Q2	Q3	Q4	FY
	-----	-----	-----	-----	-----
Old Basis	5	63	85	7	160
FAS 142	16	15	15	19	65
	-----	-----	-----	-----	-----
New Basis	21	78	100	26	225
	=====	=====	=====	=====	=====

2001 Revenue Restatement (Comparable Basis)

(\$MM)

	FLNA	FLI	PCNA	PBI	GTNA	QFNA	Total
	-----	-----	-----	-----	-----	-----	-----
Old Basis	9,374	5,130	3,842	2,582	4,016	1,991	26,935
EITF	(1,158)	(231)	(653)	(639)	(317)	(425)	(3,423)
SVE	-	706	-	-	-	-	706
Other	-	(69)	-	69	-	-	-
	-----	-----	-----	-----	-----	-----	-----
New Basis	8,216	5,536	3,189	2,012	3,699	1,566	24,218
	=====	=====	=====	=====	=====	=====	=====

2001 Segment Operating Profit Restatement (Comparable Basis)

(\$MM)

	FLNA	FLI	PCNA	PBI	GTNA	QFNA	Total
	-----	-----	-----	-----	-----	-----	-----
Old Basis	2,056	627	927	221	530	415	4,776
FAS 142	-	18	(50)	(21)	69	7	23
SVE	-	14	-	-	-	-	14
Other	-	(2)	4	12	(14)	-	-
	-----	-----	-----	-----	-----	-----	-----
New Basis	2,056	657	881	212	585	422	4,813
	=====	=====	=====	=====	=====	=====	=====

2001 Tax Rate

(\$MM)

	Old Basis	New Basis
	-----	-----
Pretax Income	4,414	4,513
Tax Provision	1,412	1,408
Tax Rate	32.0%	31.2%