

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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hours per response:	0.5

1. Name and Address of Reporting Person* <u>Compton John C</u> (Last) (First) (Middle) <u>700 ANDERSON HILL ROAD</u> (Street) <u>PURCHASE NY 10577</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/30/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>PEPSICO INC [PEP]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres & CEO of QTG</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
PepsiCo, Inc. Common Stock	33,267 ⁽¹⁾	D	
PepsiCo, Inc. Common Stock	4,940	I	by 401(k)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	07/01/2001	06/30/2006	PepsiCo, Inc. Common Stock	677	32.98	D	
Employee Stock Option (right to buy)	02/01/2000	01/25/2006	PepsiCo, Inc. Common Stock	6,844	36.53	D	
Employee Stock Option (right to buy)	02/01/2001	01/31/2008	PepsiCo, Inc. Common Stock	40,949	36.5	D	
Employee Stock Option (right to buy)	02/01/2002	01/31/2009	PepsiCo, Inc. Common Stock	43,482	38.5	D	
Employee Stock Option (right to buy)	07/29/2004	07/28/2009	PepsiCo, Inc. Common Stock	150,000	39.5	D	
Employee Stock Option (right to buy)	07/29/2009	07/28/2014	PepsiCo, Inc. Common Stock	150,000	39.5	D	
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	124,296	32.25	D	
Employee Stock Option (right to buy)	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	60,041	34	D	
Employee Stock Option (right to buy)	02/01/2004	01/31/2011	PepsiCo, Inc. Common Stock	82,185	43.5	D	
Employee Stock Option (right to buy)	02/01/2005	01/31/2012	PepsiCo, Inc. Common Stock	76,100	50	D	
Employee Stock Option (right to buy)	07/18/2007	07/17/2012	PepsiCo, Inc. Common Stock	150,000	41.5	D	
Employee Stock Option (right to buy)	07/18/2012	07/17/2017	PepsiCo, Inc. Common Stock	150,000	41.5	D	
Employee Stock Option (right to buy)	02/01/2006	01/31/2013	PepsiCo, Inc. Common Stock	108,590	39.75	D	
Employee Stock Option (right to buy)	02/01/2007	01/31/2014	PepsiCo, Inc. Common Stock	42,629	47.25	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	02/01/2008	01/31/2015	PepsiCo, Inc. Common Stock	47,799	53.75	D	
Phantom Stock Units	(2)	(3)	PepsiCo, Inc. Common Stock	22,345	(4)	D	

Explanation of Responses:

1. This number includes 22,267 restricted stock units granted to the reporting person as a portion of his compensation for serving as an officer of PepsiCo, Inc. Restricted stock units are calculated on a one unit for one share basis. The vesting with respect to these restricted stock units is contingent upon the achievement of pre-established performance targets.
2. These phantom stock units are exercisable immediately.
3. The phantom stock units are to be settled upon the earlier of 2012, termination or retirement, pursuant to the reporting person's election.
4. These phantom stock units are held under the issuer's deferred compensation plan and convert to shares of PepsiCo Common Stock on a one-for-one basis.

Remarks:

John C. Compton

04/08/2005

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.