

<b>FORM 5</b>		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549		<b>OMB APPROVAL</b>	
<input type="radio"/>	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>  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			OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response.....1.0
<input type="radio"/>	Form 3 Holdings Reported				
<input type="radio"/>	Form 4 Transactions Reported				

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Enrico Roger A.		PepsiCo, Inc. (PEP)			<input checked="" type="radio"/> Director <input type="radio"/> 10% Owner <input type="radio"/> Officer <input type="radio"/> Other (specify below) (give title below)				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year		7. Individual or Joint/Group Filing (Check Applicable Line)		
100 Crescent Court, Suite 700					12/2002				
(Street)					5. If Amendment, Date of Original (Month/Year)		<input checked="" type="radio"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person		
Dallas TX 75201									
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
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		
PepsiCo, Inc. Common Stock								50,131.00 (1)	D

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 any (Month/Day/Year)	4. Trans-action Code (Instr. 8)	5. Number of Derivative Securites 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 Month (Instr. 4)	10. Owner-ship Form of Derivative Securities Beneficially Owned by End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Excer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$50.00	2/1/2002		A	12,000.00		3/31/02 (2)	01/31/12	PepsiCo, Inc. Common Stock	12,000.00	\$50.00	12,000.00	D	

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.