

13,370,306 Shares

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 PEPSICO, INC.

CAPITAL STOCK  
 (Par Value 1-2/3 Cents per Share)  
 Available to be Resold  
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The following information updates and supplements the prospectus dated July 26, 1994 (the "Prospectus") covering affiliate reoffers and resales of PepsiCo, Inc. Capital Stock, par value 1-2/3 cents per share, which were acquired under PepsiCo's 1969 or 1975 Stock Option Plans, 1972 Performance Share Plan, as amended, or 1979 Incentive Plan; or which were or are expected to be acquired under PepsiCo's 1987 Incentive Plan or 1994 Long-Term Incentive Plan. Such Prospectus was filed with the Securities and Exchange Commission as part of Registration No. 33-54733.

The "Selling Stockholders" information is updated and restated in its entirety as follows:

STOCKHOLDERS ELIGIBLE TO RESELL

Name and Material Relationships with PepsiCo Since May 1995	Shares of Capital Stock Available to be Resold (whether or not there is a present intent to do so)	Shares of Capital Stock Beneficially Owned	Shares of Capital Stock Subject to Right to Acquire Prior to May 20, 1999
John T. Cahill Executive Vice President, Finance, and Chief Financial Officer, Pepsi-Cola Worldwide; Sr. Vice President and Treasurer; Chief Financial Officer, Pepsi-Cola North America; Sr. Vice President Finance/Chief Financial Officer, KFC	210,399	5,000	210,399

June 2, 1998

Name and Material Relationships with PepsiCo Since May 1995	Shares of Capital Stock Available to be Resold (whether or not there is a present intent to do so)	Shares of Capital Stock Beneficially Owned	Shares of Capital Stock Subject to Right to Acquire Prior to May 20, 1999
Wayne Calloway Director; Chairman of the Board and Chief Executive Officer	5,516,355	1,118,762	4,397,593
Robert L. Carleton Sr. Vice President and Controller	219,635	67,966	151,669
Robert G. Dettmer Executive Vice President and Chief Financial Officer	860,991	28,936	832,055
Roger A. Enrico Director, Chairman of the Board and Chief Executive Officer; Vice Chairman of the Board and Chief Executive Officer; Chairman and Chief Executive Officer,	1,640,584	60,037	1,640,584

PepsiCo Worldwide Restaurants

Edward V. Lahey, Jr. Sr. Vice President, General Counsel and Secretary	659,766	28,262	644,269
Matthew M. McKenna Sr. Vice President and Treasurer; Sr. Vice President, Tax; Vice President, Tax	133,029	293	133,029
Indra K. Nooyi Sr. Vice President, Strategic Planning	192,170	52	192,170
Sean F. Orr Sr. Vice President and Controller; Executive Vice President/Chief Financial Officer, Frito-Lay Inc.; Sr. Vice President, Finance, Frito-Lay North America; Sr. Vice President, Finance and Chief Financial Officer, Frito-Lay, Inc.	115,742	0	115,742

Name and Material Relationships with PepsiCo Since May 1995	Shares of Capital Stock Available to be Resold (whether or not there is a present intent to do so)	Shares of Capital Stock Beneficially Owned	Shares of Capital Stock Subject to Right to Acquire Prior to May 20, 1999
Steven S Reinemund Director; Chairman and Chief Executive Officer, Frito-Lay Company; President and Chief Executive Officer, Frito-Lay, Inc.	971,399	9,786	967,137
Karl M. von der Heyden Director, and Vice Chairman of the Board; Chief Financial Officer	322,890	30,000	322,890
Craig E. Weatherup Director; President; Chairman and Chief Executive Officer, Pepsi-Cola Company; President and Chief Executive Officer, Pepsi-Cola North America	2,374,201	9,283	2,369,129
Michael D. White Sr. Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer, Pepsi-Cola Worldwide; Executive Vice President and Chief Financial Officer, PepsiCo Foods International	153,145	12,845	143,043

The address for each Selling Stockholder is c/o PepsiCo, Inc., Anderson Hill Road, Purchase, New York 10577