FORM 4	
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Form 5 obligations may continue.	0	Check this box if no longer subject to Section 16. Form 4 or
		See Instruction 1(b).

(Print or Type Responses)

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response......0.5

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

1. Name and Address of Reporting Person*			2. Issuer Nam	e and Ticker or Trad		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
Enrico	Roger	А	PepsiCo, Inc.	(PEP)					X Director 0 10% Owner O Officer 0 Other (specify below) (give title below)						
(Last)	(First)	(Middle)	3. I.R.S. Ident if an entity (ve	tification Number of oluntary)	Reporting Person,	4. Stater	nent for Month/D	ay/Year							
100 Comment	Court, Suite 700					10/01/2	002								
100 Crescent															
(Street)						5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
Dallas	тх	75201							• Form filed by More than One Reporting Person						
(City)	(State)	(Zip)			Table	I Non-	Derivative Secur	rities Acquired, Disp	osed of, or Benefici	ally Owned					
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	action Date Execution Date, action Code (Month/ if any (Month/ (Instr. 8) Day/ Day/Year)		4. Securities Acquired (A) or Dispose and 5)			ed of (D) (Instr. 3, 4	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(11511. 4)				
PepsiCo, Inc. Common Stock							1			50,131.00 (1)	D				
			1		1	1	1	1	1	1		1			
			1			1	1	1	1	1		1			

FORM 4 (continued)

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

2. Conver- sion 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 Co (Instr. 8)	de			Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned	ship Form of Derivative Securities:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Excer- cisable Expira- tion Date		Title	Amount or Number of Shares				
\$37.50	10/01/2002		A		6,667.00		10/01/02	09/30/12	PepsiCo, Inc. Common Stock	6,667.00		6,667.00	D	
1-for-1	4/1/2002		I	v	34,636.97 (2,5)		Immediately	(3)	PepsiCo, Inc. Common Stock	34,636.97	\$36.70		D	
1-for-1	4/1/2002		I	v		4,925.29 (2)	Immediately	(3)	PepsiCo, Inc. Common Stock	4,925.29	\$36.70		D	
1-for-1	4/1/2002		I	v		1,594,648.98 (2,4)	Immediately	(3)	PepsiCo, Inc. Common Stock	1,594,648.98	\$36.70		D	
1-for-1	6/28/2002		A	v	1,391.66 (2,6)		Immediately	(3)	PepsiCo, Inc. Common Stock	1,391.66	\$34.39		D	
1-for-1	7/1/2002		I	v		1,786.38 (2)	Immediately	(3)	PepsiCo, Inc. Common Stock	1,786.38	\$34.97		D	
1-for-1	9/27/2002		A	v	1,831.00 (2,6)		Immediately	(3)	PepsiCo, Inc. Common Stock	1,831.00	\$26.27		D	
1-for-1	10/1/2002		I			1,816.58 (2)	Immediately	(3)	PepsiCo, Inc. Common Stock	1,816.58	\$26.98	453,842.70 (2)	D	
\$51.50	4/1/2002		A	v	2,427.00		04/01/02	03/31/12	PepsiCo, Inc. Common Stock	2,427.00		2,427.00	D	
	sion or Exercise Price of Derivative Security	sion or Exercise Price of Derivative security	sion or Exercise Price of Derivative Securityaction Date (Month/ Date, if any, (Month/ Day/Year)Execution Date, if any, (Month/ Day/Year)\$37.5010/01/20021.for-14/1/20021.for-14/1/20021.for-16/28/20021.for-17/1/20021.for-19/27/20021.for-110/1/2002	sion or Exercise Price of Derivative Month/ Day/Year) Mon	sion or Exercise Price of Derivative Month/ Day/Year) Ariany, Month/ Day/Year) Month/ Day/Year) Month/ Month/ Day/Year) Month/ Day/Year) Month/ Month/ Day/Year) Month/ Day/Year) Month/ Month/ Day/Year) Month/ Month/ Month/ Day/Year) Month/ Mon	sion or Exercise Price action Date (Month/ Day/Year) Acquired (A) or D (Instr. 3, 4 and 5) Acquired (A) or D (Instr. 3, 4 and 5) Code V (A) Code V (A) Code V (A) A (A)	sion or Exercise Price of Month/ Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Code V (A) (D) Code V (A) (D) A (A) (A) (A) (D) A (A) (A) (A) (D) A (A) (A) (A) (A) (D) A (A) (A) (A) (A) (A) A (A) (A) (A) (A) (A) (A) A (A) (A) (A) (A) (A) (A) (A) A (A) (A) (A) (A) (A) (A) (A) A (A) (A) (A) (A) (A) (A) (A) (A) (A) A (A) (A) (A) (A) (A) (A) (A) (A) (A) (A	sion or Exercise Price of Derivative Securityaction Date (Month/ Day/Year)Execution priary, (Month/ Day/Year)action Code (Instr. 3, 4 and 5)Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)Expiration Date (Month/Day/Year)socurityDate, if any, (Month/ Day/Year)action Code (Instr. 3, 4 and 5)Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)Expiration Date (Month/Day/Year)socurityDate, if any, (Month/ Day/Year)CodeV(A)(D)Date Excer- cisablesocurity10/01/2002CodeV6,667.00(D)Date Excer- cisable1-for-14/1/2002IIV34,636.97 (2,5)Immediately1-for-14/1/2002IIV4,925.29 (2)Immediately1-for-14/1/2002IIV1,391.66 (2,6)Immediately1-for-16/28/2002IAV1,391.66 (2,6)Immediately1-for-19/27/2002IAV1,831.00 (2,6)Immediately1-for-110/1/2002IAV1,816.58 (2)Immediately1-for-110/1/2002IIIIII1-for-110/1/2002IIIIII1-for-110/1/2002IIIIIII1-for-110/1/2002IIIIIII1-for-110/1/2002 <td>sion or Exercise Price of Derivative SecurityExecution Day/Year)Execution Late, if any, Day/Year)Execution Late, if any, Day/Year)Execution Late, if any, Day/Year)Expiration Date (Instr. 3, and 5)Expiration Date (Month/Day/Year)Expiration Date (Month/Day/Year)500 rdDate Derivative Pay/Year)CodeV(A)(D)Date Excer- cisableExpira- tion Date537.5010/01/2002CodeAV6,667.00Date (Late)10/01/0209/30/121-for-14/1/2002IIV34,636.97 (Z,5)Immediately(3)1-for-14/1/2002IIV1.594,648.98 (Z,4)Immediately(3)1-for-14/1/2002IIV1.594,648.98 (Z,4)Immediately(3)1-for-16/28/2002IIV1.61-101.594,648.98 (Z,4)Immediately(3)1-for-19/27/202IIV1.63-10 (Z,6)Immediately(3)1-for-19/27/202IAV1.831.00 (Z,6)Immediately(3)1-for-110/1/2002IIVI.63-10 (Z,6)Immediately(3)1-for-19/27/2002IIVI.63-10 (Z,6)Immediately(3)1-for-110/1/2002IIVI.63-10 (Z,6)Immediately(3)1-for-19/27/2002IIIIII<!--</td--><td>sion or Exercise Price of Derivative Security action Date (Month/ Day/Year) Excurion Date (Instr. 3) action Code (Instr. 3) Acquired (A) or Disposed of (D) (A and 5) Expiration Date (Month/Day/Year) Underlying Securit (Instr. 3) Security Day/Year) Action Price (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3) Expiration Date (Month/Day/Year) Underlying Securit (Instr. 3) Security Day/Year) Code V (A) (D) Date Excer- cisable Expirat- tion Date Tile S37.50 10/01/2002 Code I V 34,636.97 Immediately 09/30/12 PepsiCo, Inc. 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Explanation of Responses:

Includes 36 shares previously owned indirectly through PepsiCo's 401(k) plan.
As of 4/12/02, amounts held in Company stock fund reflect unit accounting. All figures have been adjusted to reflect the conversion from phantom shares to phantom units.
The reporting person elected to receive cash payouts from his deferred compensation account ommencing upon retirement. Certain payouts were in the form of a lump sum; others are in quarterly installments payable over twenty years.
Intra-plan transfer into company phantom stock fund.
Reflects quarterly dividend credited to reporting person's deferred compensation account.

/s/ Thomas H. Tamoney, Jr.

Thomas H. Tamoney, Jr. Attorney-in-fact

** Signature of Reporting Person

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 4(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of David R. Andrews, Thomas H. Tamoney, Jr., signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Executive Officer of PepsiCo, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of March, 2002.

/s/ Roger A. Enrico Roger A. Enrico