

PROSPECTUS SUPPLEMENT NO. 5
 (To Prospectus dated July 26, 1994)

7,170,884 Shares

PepsiCo, Inc.

CAPITAL STOCK
 (Par Value 1-2/3 Cents per Share)
 Available to be Resold

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 June 1996	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 June 25, 2000
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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, PepsiCo Worldwide Restaurants	2,331,911	68,132	2,323,816

June 29, 1999

Name and Material Relationships with PepsiCo Since June 1996	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 June 25, 2000
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Matthew M. McKenna Sr. Vice President and Treasurer; Sr. Vice President, Tax; Vice President, Tax	221,161	587	221,161

Indra K. Nooyi Sr. Vice President, Corporate Strategy and Development; Sr. Vice President, Strategic Planning	309,514	383	309,514
Steven S Reinemund Director; President; Chairman and Chief Executive Officer, Frito-Lay Company	1,438,197	10,199	1,433,935
Karl M. von der Heyden Director, and Vice Chairman of the Board; Chief Financial Officer	422,890	40,000	422,890
Craig E. Weatherup Director; President; Chairman and Chief Executive Officer, Pepsi-Cola Company; President and Chief Executive Officer, Pepsi-Cola North America	2,191,250	59,352	2,135,868
Michael D. White Sr. Vice President, Chief Financial Officer and Chief Accounting Officer; Executive Vice President and Chief Financial Officer, Pepsi-Cola Worldwide	255,961	13,096	245,859

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