

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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

(Print or Type Responses)

| 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)   |   |  |   |
|--|--------------------------------------|--|---|---|---|------------|---|---|--|---|
| McKenna Matthew M.   |                                      |  | PepsiCo, Inc. (PEP)   |   |   |            | <input type="radio"/> Director <input type="radio"/> 10% Owner<br><input checked="" type="radio"/> Officer <input type="radio"/> Other (specify below)<br>(give title below)<br><br><b>Senior Vice President of Finance</b> |   |  |   |
| (Last) (First) (Middle)  |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |   |   |            | 4. Statement for Month/Day/Year   |   |  |   |
| 700 Anderson Hill Road   |                                      |  |   |   |   |            | 2/1/2003  |   |  |   |
| (Street)   |                                      |  |   |   |   |            | 5. If Amendment, Date of Original (Month/Day/Year)  |   |  |   |
| Purchase NY 10577  |                                      |  |   |   |   |            | 7. Individual or Joint/Group Filing (Check Applicable Line)   |   |  |   |
| (City) (State) (Zip)   |                                      |  |   |   |   |            | <input checked="" type="radio"/> Form filed by One Reporting Person<br><input type="radio"/> Form filed by More than One Reporting Person   |   |  |   |
| <b>Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                      |  |   |   |   |            |   |   |  |   |
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)  |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code  | V | Amount  | (A) or (D) | Price   |   |  |   |
| PepsiCo, Inc. Common Stock   |                                      |  |   |   |   |            |   | 565.22 (1)  | I  | By 401(k)   |
|  |                                      |  |   |   |   |            |   |   |  |   |
|  |                                      |  |   |   |   |            |   |   |  |   |
|  |                                      |  |   |   |   |            |   |   |  |   |
|  |                                      |  |   |   |   |            |   |   |  |   |

**FORM 4 (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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any, (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities 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 Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct(D) or Indirect(I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|---|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |   | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (right to buy)       | \$50.00  | 2/1/2002                             |   | A                              | V | 63,171.00  |     | 02/01/05   | 01/31/12        | PepsiCo, Inc. Common Stock                                    | 63,171.00                  |  | 63,171.00  | D  |  |
| Employee Stock Option (right to buy)       | \$39.75  | 2/1/2003                             |   | A                              |   | 25,345.00  |     | 02/01/03   | 01/31/13        | PepsiCo, Inc. Common Stock                                    | 25,345.00                  |  | 25,345.00  | D  |  |
| Employee Stock Option (right to buy)       | \$39.75  | 2/1/2003                             |   | A                              |   | 78,993.00  |     | 02/01/06   | 01/31/13        | PepsiCo, Inc. Common Stock                                    | 78,993.00                  |  | 78,993.00  | D  |  |
|  |  |                                      |   |                                |   |  |     |  |                 |   |                            |  |  |  |  |

**Explanation of Responses:**

1. Shares held in PepsiCo Common Stock Fund reflect unit accounting. To provide liquidity in this fund, a portion of these units, which varies daily but averages approx. 3%, represents cash. Information reflects share value on 12/27/02.

/s/ Matthew M. McKenna

February 3, 2003

Matthew M. McKenna

Date

\*\* 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.