

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * RODKIN GARY M (Last) (First) (Middle) 700 ANDERSON HILL ROAD (Street) PURCHASE NY 10577 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PEPSICO INC [PEP] 3. Date of Earliest Transaction (Month/Day/Year) 04/23/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) President and CEO, PBFNA 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	04/23/2004		M		59,000	A	\$32.25	73,577	D	
PepsiCo, Inc. Common Stock	04/23/2004		S		59,000	D	\$54.95	14,577	D	
PepsiCo, Inc. Common Stock	04/23/2004		M		900	A	\$32.25	15,477	D	
PepsiCo, Inc. Common Stock	04/23/2004		S		900	D	\$54.97	14,577	D	
PepsiCo, Inc. Common Stock	04/23/2004		M		100	A	\$32.25	14,677	D	
PepsiCo, Inc. Common Stock	04/23/2004		S		100	D	\$54.99	14,577	D	
PepsiCo, Inc. Common Stock								3,840 ⁽¹⁾	I	By 401(k)

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 Securities Underlying Derivative Security (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: 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)	\$32.25	04/23/2004		M			60,000	02/01/2003	01/31/2010	PepsiCo, Inc. Common Stock	60,000	\$0 ⁽²⁾	140,638	D	

Explanation of Responses:

1. Reflects number of shares held under the reporting person's account in the PepsiCo 401(k) Plan as of 04/23/2004.
2. There is no price for this derivative security.

Remarks:

Gary M. Rodkin 04/27/2004
** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.