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REINEMUND STEVEN Form 4

February 04, 2003

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Na	nme and Ticker or T	rading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Reinemund	Steven	s	PepsiCo, Inc. (PEP)						X Director X Officer		wner specify below	v)		
(Last)	(First)	(Middle)		entification Number n entity (voluntary)		4. State	ement for Month	n/Day/Year	(give title below) Chairman and Chief Executive Officer					
700 Anderson Hill Road (Street) Purchase NY 10577			-			5. If Amendment, Date of Original			7. Individual or Joint/Group Filing (Check					
						(Month	n/Day/Year)		Applicable Line) X Form filed by One Reporting Person O Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)		2. Trans- action Execution Date, if any (Month/ Day/ Year) 2A. Deemed action Coc (Instr. 8)				4. Securities A (Instr. 3, 4 and	Acquired (A) or Dis	Securities Beneficially Owned Following		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				<u> </u>	Code	V	Amount	(A) or (D)	Price					
PepsiCo, In	c. Common S	tock								5,885.00	D			
PepsiCo, Inc. Common Stock										5,686.57 (1)	I	By 401(k)		
PepsiCo, In	c. Common S	tock								1,340.00	I	By LLC (2)		

FORM 4 (continued)

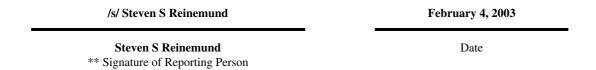
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execution Date, if any, (Month/ Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securites 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)		Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 4)	10. Owner-ship Form of Derivative Securities: Direct(D) or Indirect(I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Excer- cisable	Expira- tion Date	Title	Amount or Number of Shares		ĺ		
Employee Stock Option (right to buy)	\$50.00	2/1/2002		A	V	758,357.00		02/01/05	01/31/12	PepsiCo, Inc. Common Stock	758,357.00		758,357.00	D	
Employee Stock Option (right to buy)	\$39.75	2/1/2003		A		864,717.00		02/01/06	01/31/13	PepsiCo, Inc. Common Stock	864,717.00		864,717.00	D	
Phantom Stock Units	1-for-1	1/2/2003		A	v	2,994.86 (3)		Immediately	Retirement	PepsiCo, Inc. Common Stock	2,994.86	(3)	227,529.86	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.
- 2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- 3. This amount relates to dividends credited to the reporting person's phantom stock account on various dates between January 2, 2002 and January 2, 2003 pursuant to PepsiCo's deferred compensation plan, at prices ranging from \$36.69 to \$51.90.



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.