ENRICO ROGER A Form 4 April 03, 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

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

(Print or Type Responses)

1. Name and A	ddress of Reportin	g Person*	2. Issuer Na	nme and Ticker or T	rading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Enrico	Roger	Α.	PepsiCo, Ii	ac. (PEP)			X Director O 10% Owner O Officer O Other (specify below)							
(Last)	(First)	(Middle)		entification Number n entity (voluntary)	of Reporting	4. Statement for Month/Day/Year			(give title	below)				
						4/1/2003								
100 Crescent C	Court, Suite 700													
(Street)							mendment, Date /Day/Year)	e of Original	7. Individual or Joint/Group Filing (Check Applicable Line)					
Dallas	TX	75201							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 Secu (Instr. 3)	curity		2. Transaction Date (Month/	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disp (Instr. 3, 4 and 5)			posed of (D)	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Year)		Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	4)			
PepsiCo, Inc. Common Stock								(-7 -7 (-7)		50,131.00	D			
		·												

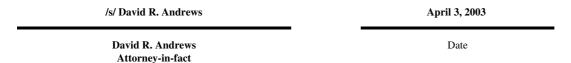
FORM 4 (continued)

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

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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)	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		(Instr. 4)		
Phantom Stock Units	1-for-1	3/31/2003		A	v	513.96 (1,2)		Immediately	(3)	PepsiCo, Inc. Common Stock	513.96	\$28.61 (1)		D	
Phantom Stock Units	1-for-1	3/31/2003		A	v	1,168.71 (1,2)		Immediately	(4)	PepsiCo, Inc. Common Stock	1,168.71	\$28.61 (1)		D	
Phantom Stock Units	1-for-1	4/1/2003		I			1,829.76 (1)	Immediately	(3)	PepsiCo, Inc. Common Stock	1,829.76	\$28.60 (1)		D	
Phantom Stock Units	1-for-1	4/1/2003		I			8,336.19 (1)	Immediately	(4)	PepsiCo, Inc. Common Stock	8,336.19	\$28.60 (1)	444,915.17	D	

Explanation of Responses:



^{**} 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.

^{1.} 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. 2. This amount was credited to the reporting person's account as a dividend reinvestment.

^{3.} The reporting person elected to receive cash payouts from his deferred compensation account, commencing upon retirement. Certain payouts were in the form of a lump sum; others are in quarterly installments payable over twenty person elected to receive quarterly cash payouts from this deferred compensation account commencing on 4/01/03.