

ENRICO ROGER A  
Form 5  
February 11, 2003

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| <b>FORM 5</b>  | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549  | OMB APPROVAL  |
| <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | <b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>   | OMB Number: 3235-0362<br>Expires: January 31, 2005<br>Estimated average burden hours per response.....1.0 |
| <input type="checkbox"/> Form 3 Holdings Reported  | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br>Section 30(h) of the Investment Company Act of 1940 |   |
| <input type="checkbox"/> Form 4 Transactions Reported  |  |   |

|  |   |  |   |
|--|---|--|---|
| 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)  |   |
| Enrico Roger A.                          | PepsiCo, Inc. (PEP)   | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)<br>(give title below) |   |
| (Last) (First) (Middle)                  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         | 4. Statement for Month/Year  | 7. Individual or Joint/Group Filing (Check Applicable Line)   |
| 100 Crescent Court, Suite 700            |   | 12/2002  |   |
| (Street)                                 |   | 5. If Amendment, Date of Original (Month/Year)   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| Dallas TX 75201                          |   |  |   |
| (City) (State) (Zip)                     | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |

| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/Day/Year) | 2A. Deemed Execution Date; if any (Month/Day/Year) | 3. Trans-action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---------------------------------------|--|---------------------------------|---|------------|-------|---|--|---|
|                                 |                                       |  |                                 | Amount  | (A) or (D) | Price |   |  |   |
| PepsiCo, Inc. Common Stock      |                                       |  |                                 |   |            |       | 50,131.00 (1)   | D  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |
|                                 |                                       |  |                                 |   |            |       |   |  |   |

FORM 5 (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. Trans-action Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Trans-action 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 and End of | 10. Ownership Form of Derivative Securities Beneficially Owned by | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---------------------------------------|-------------------------------|---------------------------------|--|--|---|--|--|---|--|
|--|--|---------------------------------------|-------------------------------|---------------------------------|--|--|---|--|--|---|--|

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|   |                | any<br>(Month/<br>Day/<br>Year) |  | (A)      | (D)              | Date<br>Excer-<br>cisable | Expira-<br>tion Date | Title   | Amount or<br>Number of<br>Shares |                | Month (Instr.<br>4) | End of<br>Month<br>(Instr. 4) |  |
|---|----------------|---------------------------------|--|----------|------------------|---------------------------|----------------------|---|----------------------------------|----------------|---------------------|-------------------------------|--|
| <b>Employee<br/>Stock<br/>Option<br/>(right to<br/>buy)</b> | <b>\$50.00</b> | <b>2/1/2002</b>                 |  | <b>A</b> | <b>12,000.00</b> | <b>3/31/02<br/>(2)</b>    | <b>01/31/12</b>      | <b>PepsiCo,<br/>Inc.<br/>Common<br/>Stock</b> | <b>12,000.00</b>                 | <b>\$50.00</b> | <b>12,000.00</b>    | <b>D</b>                      |  |
|   |                |                                 |  |          |                  |                           |                      |   |                                  |                |                     |                               |  |
|   |                |                                 |  |          |                  |                           |                      |   |                                  |                |                     |                               |  |
|   |                |                                 |  |          |                  |                           |                      |   |                                  |                |                     |                               |  |
|   |                |                                 |  |          |                  |                           |                      |   |                                  |                |                     |                               |  |

**Explanation of Responses:**

1. Includes 36 shares previously owned indirectly through PepsiCo's 401(k) plan.
2. These stock options vested upon the retirement of the reporting person.

**/s/ Robert E. Cox**

**February 11, 2003**

**Robert E. Cox  
Attorney-in-fact**

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*\* 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.