

BRU ABELARDO E  
 Form 3/A  
 May 02, 2003

<b>FORM 3</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES</b>  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 APPROVAL  OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response.....0.5
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1. Name and Address of Reporting Person <small>(Print or Type Responses)</small>  <b>Bru Abelardo E.</b> <small>(Last) (First) (Middle)</small>  <b>7701 Legacy Drive</b> <small>(Street)</small>  <b>Plano TX 75266</b> <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement <small>(Month/Day/Year)</small>  <b>10/8/2002</b>	4. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>PepsiCo, Inc. (PEP)</b>	
	3. I.R.S. Identification Number of Reporting Person, if an entity <small>(voluntary)</small>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="radio"/> Director <input type="radio"/> 10% Owner <input checked="" type="radio"/> Officer <input type="radio"/> Other <small>(give title below) (specify below)</small>  <u><b>Chairman and Chief Executive Officer,</b></u> <u><b>Frito-Lay North America</b></u>	6. If Amendment, Date of Original <small>(Month/Day/Year)</small>  <b>10/15/2002</b>  7. Individual or Joint/Group Filing <small>(Check Applicable Line)</small>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>PepsiCo, Inc. Common Stock</b>	<b>4,443.56</b>	<b>I</b>	<b>By 401(k)</b>

**Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	06/30/03	PepsiCo, Inc. Common Stock	751.00	\$17.06	D	
Employee Stock Option (right to buy)	02/01/98	01/27/04	PepsiCo, Inc. Common Stock	22,872.00	\$18.58	D	
Employee Stock Option (right to buy)	(1)	06/30/04	PepsiCo, Inc. Common Stock	1,438.00	\$14.28	D	
Employee Stock Option (right to buy)	(1)	06/30/05	PepsiCo, Inc. Common Stock	1,640.00	\$21.36	D	
Employee Stock Option (right to buy)	02/01/00	01/25/06	PepsiCo, Inc. Common Stock	87,663.00	\$27.38	D	
Employee Stock Option (right to buy)	(1)	06/30/06	PepsiCo, Inc. Common Stock	1,282.00	\$32.98	D	
Employee Stock Option (right to buy)	02/01/98	01/27/04	PepsiCo, Inc. Common Stock	3,315.00	\$26.42	D	
Employee Stock Option (right to buy)	02/01/00	01/25/06	PepsiCo, Inc. Common Stock	12,305.00	\$26.42	D	
Employee Stock Option (right to buy)	02/01/01	01/31/08	PepsiCo, Inc. Common Stock	53,518.00	\$36.50	D	
Employee Stock Option (right to buy)	02/01/03	01/31/10	PepsiCo, Inc. Common Stock	101,018.00	\$34.00	D	
Employee Stock Option (right to buy)	02/01/01	01/31/11	PepsiCo, Inc. Common Stock	33,632.00	\$43.50	D	
Employee Stock Option (right to buy)	02/01/04	01/31/11	PepsiCo, Inc. Common Stock	138,573.00	\$43.50	D	
Employee Stock Option (right to buy)	02/01/02	01/31/12	PepsiCo, Inc. Common Stock	24,614.00	\$50.00	D	
Employee Stock Option (right to buy)	02/01/05	01/31/12	PepsiCo, Inc. Common Stock	120,951.00	\$50.00	D	
Employee Stock Option (right to buy)	02/01/02	01/31/09	PepsiCo, Inc. Common Stock	55,041.00	\$38.50	D	
Employee Stock Option (right to buy)	02/01/03	01/31/10	PepsiCo, Inc. Common Stock	207,033.00	\$32.25	D	
Employee Stock Option (right to buy)	02/01/09	01/31/14	PepsiCo, Inc. Common Stock	200,000.00	\$38.50	D	
Employee Stock Option (right to buy)	02/01/04	01/31/09	PepsiCo, Inc. Common Stock	200,000.00	\$38.50	D	

Explanation of Responses:

1. Twenty percent of these options became exercisable one year after the grant date, and an additional twenty percent became exercisable each of the four years thereafter.

/s/ Abelardo E. Bru

May 1, 2003

\*\*Signature of Reporting Person  
Abelardo E. Bru

Date

If the form is filed by more than one reporting person, see Instruction 5(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.

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