

BRU ABELARDO E  
Form 3/A  
May 02, 2003

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