

PEPSICO INC  
 Form 424B3  
 October 30, 2002

File No. 33-54733  
 Filed pursuant to  
 Rule 424(b)(3) and  
 Rule 424(c)

**PROSPECTUS SUPPLEMENT NO. 8**

(To Prospectus dated July 26, 1994)

**11,789,419 Shares**

**PepsiCo, Inc.**

**COMMON STOCK**  
**(Par Value 1 2/3 Cents per Share)**  
**Available to be Resold**

The following information updates and supplements the prospectus dated July 26, 1994 (the "Prospectus") covering affiliate reoffers and resales of PepsiCo, Inc. Common Stock, par value 1 2/3 cents per share, which were acquired under PepsiCo's 1969 or 1975 Stock Option Plans, 1972 Performance Share Plan, as amended, or 1979 Incentive Plan; or which were or are expected to be acquired under PepsiCo's 1987 Incentive Plan or 1994 Long-Term Incentive Plan. Such Prospectus was filed with the Securities and Exchange Commission as part of Registration No. 33-54733.

The "Selling Stockholders" information is updated and restated in its entirety as follows:

**STOCKHOLDERS ELIGIBLE TO RESELL**

Name and Material Relationships with <u>PepsiCo Since October 1999</u>	Shares of Common Stock Available to be Resold (whether or not there is a present intent <u>to do so</u> )	Shares of Common Stock Beneficially <u>Owned</u>	Shares of Common Stock Subject to Right to Acquire Prior to <u>October 29, 2003</u>
David R. Andrews Senior Vice President, Government Affairs, General Counsel and Secretary	36,000	0	36,000
Peter A. Bridgman Senior Vice President and Controller; Senior Vice President and Controller, The Pepsi Bottling Group, Inc.	105,561	3,056	105,561

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Abelardo E. Bru President and Chief Executive Officer, Frito-Lay North America	1,006,122	4,443	1,006,122
Roger A. Enrico Director; Vice Chairman; Chairman and Chief Executive Officer	4,013,235	50,095	4,005,142
Matthew M. McKenna Senior Vice President of Finance; Senior Vice President and Treasurer	360,214	564	360,214
Margaret D. Moore Senior Vice President, Human Resources; Senior Vice President and Treasurer, The Pepsi Bottling Group, Inc.	291,370	27,759	281,870
Indra K. Nooyi Director; President and Chief Financial Officer; Senior Vice President and Chief Financial Officer; Senior Vice President, Corporate Strategy and Development	716,806	1,275	716,806
Lionel L. Nowell, III Senior Vice President and Treasurer; Executive Vice President and Chief Financial Officer, The Pepsi Bottling Group, Inc.; Senior Vice President and Controller	305,504	423	305,504
Rogelio Rebolledo President and Chief Executive Officer, Frito-Lay International; President and Chief Executive Officer, Frito-Lay Latin America, Asia Pacific and Australia Regions; Chief Operating Officer, PepsiCo Foods International	973,151	36	973,151
Steven S Reinemund Director; Chairman and Chief Executive Officer; President and Chief Operating Officer; Chairman and Chief Executive Officer, The Frito- Lay Company	1,581,643	11,273	1,577,381
Gary M. Rodkin President and Chief Executive Officer, PepsiCo Beverages and Foods North America; Chief Executive Officer, Pepsi-Cola North America	695,624	3,761	695,624
Peter M. Thompson President and Chief Executive Officer, PepsiCo Beverages International; President and Chief Executive Officer,	1,122,905	23,757	1,122,905

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Pepsi-Cola International

Karl M. von der Heyden Director; Vice Chairman; Chief Financial Officer	581,284	40,000	581,284
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October 30, 2002

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The address for each Selling Stockholder is c/o PepsiCo, Inc., 700 Anderson Hill Road,  
Purchase, New York 10577