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MCKENNA MATTHEW M Form 4 February 04, 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

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

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

(Print or Type Responses)

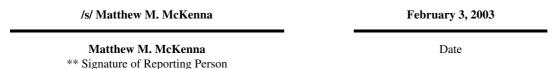
1. Name and A	Name and Address of Reporting Person*		2. Issuer Na	ame and Ticker or T	Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
McKenna	Matthew	M.	PepsiCo, I	nc. (PEP)					O Director X Officer		vner specify below	<i>y</i>)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. State	ement for Month	h/Day/Year	(give title below) Senior Vice President of Finance					
700 Anderson	Hill Road (Street)						mendment, Date n/Day/Year)	e of Original	7. Individual or Applicable Lin	· Joint/Group Filin	g (Check			
Purchase	NY	10577								d by One Reportin d by More than Or		Person		
(City)	(State)	(Zip)		Table	I Non-De	erivati	ve Securitie	es Acquired, I	Disposed of,	or Beneficiall	y Owned			
1. Title of Sect (Instr. 3)	urity		2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disp (Instr. 3, 4 and 5)			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, In	nc. Common S	tock						() ()		565.22 (1)	I	By 401(k)		
			1											

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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 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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 4)	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		(
Employee Stock Option (right to buy)	\$50.00	2/1/2002		A	V	63,171.00		02/01/05	01/31/12	PepsiCo, Inc. Common Stock	63,171.00		63,171.00	D	
Employee Stock Option (right to buy)	\$39.75	2/1/2003		A		25,345.00		02/01/03	01/31/13	PepsiCo, Inc. Common Stock	25,345.00		25,345.00	D	
Employee Stock Option (right to buy)	\$39.75	2/1/2003		A		78,993.00		02/01/06	01/31/13	PepsiCo, Inc. Common Stock	78,993.00		78,993.00	D	

Explanation of Responses:



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.} Shares held in PepsiCo Common Stock Fund reflect unit accounting. To provide liquidity in this fund, a portion of these units, which varies daily but averages approx. 3%, represents cash. Information reflects share value on 12/27/02.