#### PEPSI BOTTLING GROUP INC

Form 4 June 23, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PEPSICO INC Issuer Symbol PEPSI BOTTLING GROUP INC [PBG]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

Officer (give title below)

\_X\_\_ 10% Owner \_ Other (specify

700 ANDERSON HILL ROAD 06/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PURCHASE, NY 10577

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of 4 and (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	06/20/2008		S <u>(1)</u>	1,810	D	\$ 29.78	73,355,648	D	
Common Stock, par value \$.01 per share	06/20/2008		S	1,990	D	\$ 29.789	73,353,658	D	
Common Stock, par value \$.01 per share	06/20/2008		S	5,200	D	\$ 29.7998	73,348,458	D	

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Common Stock, par value \$.01 per share	06/20/2008	S	1,900	D	\$ 29.8104	73,346,558	D
Common Stock, par value \$.01 per share	06/20/2008	S	2,700	D	\$ 29.8198	73,343,858	D
Common Stock, par value \$.01 per share	06/20/2008	S	2,500	D	\$ 29.8318	73,341,358	D
Common Stock, par value \$.01 per share	06/20/2008	S	2,100	D	\$ 29.8384	73,339,258	D
Common Stock, par value \$.01 per share	06/20/2008	S	800	D	\$ 29.85	73,338,458	D
Common Stock, par value \$.01 per share	06/20/2008	S	1,500	D	\$ 29.8682	73,336,958	D
Common Stock, par value \$.01 per share	06/20/2008	S	200	D	\$ 29.88	73,336,758	D
Common Stock, par value \$.01 per share	06/20/2008	S	200	D	\$ 29.89	73,336,558	D
Common Stock, par value \$.01 per share	06/20/2008	S	7,700	D	\$ 29.9	73,328,858	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
PEPSICO INC							
700 ANDERSON HILL ROAD		X					
PURCHASE, NY 10577							

# **Signatures**

/s/ Thomas H.
Tamoney, Jr.

\*\*Signature of Reporting Date

Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) All sales listed on these Forms 4 for June 19, 2008 and June 20, 2008 were made by PepsiCo, Inc., on behalf of its affiliates pursuant to a plan adopted May 19, 2008, which is intended to comply with Rule 10b5-1(c).

### **Remarks:**

Form 3 of 3 dated June 23, 2008.

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.

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