

PEPSIAMERICAS INC/IL/  
Form 4  
January 28, 2008

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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 Address of Reporting Person \*  
PEPSICO INC

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PEPSIAMERICAS INC/IL/ [PAS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 \$0.01  | 01/25/2008                           |                                                    | S <sup>(1)</sup>               | 1,000 D                                                           | \$ 29.05 36,186,375                                                                           | I <sup>(1)</sup>                                         | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01  | 01/25/2008                           |                                                    | S                              | 400 D                                                             | \$ 29.07 36,185,975                                                                           | I                                                        | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |

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|                                |            |   |       |   |          |            |   |                                                        |
|--------------------------------|------------|---|-------|---|----------|------------|---|--------------------------------------------------------|
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 1,600 | D | \$ 29.09 | 36,184,375 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 1,900 | D | \$ 29.1  | 36,182,475 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 800   | D | \$ 29.11 | 36,181,675 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 500   | D | \$ 29.12 | 36,181,175 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 1,000 | D | \$ 29.13 | 36,180,175 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 200   | D | \$ 29.14 | 36,179,975 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 300   | D | \$ 29.15 | 36,179,675 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 500   | D | \$ 29.16 | 36,179,175 | I | Through Pepsi-Cola Metropolitan Bottling Company,      |

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|                                |            |   |     |   |          |            |   |                                                                |
|--------------------------------|------------|---|-----|---|----------|------------|---|----------------------------------------------------------------|
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 800 | D | \$ 29.17 | 36,178,375 | I | Inc.<br>Through Pepsi-Cola Metropolitan Bottling Company, Inc. |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 100 | D | \$ 29.18 | 36,178,275 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc.         |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 100 | D | \$ 29.19 | 36,178,175 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc.         |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 300 | D | \$ 29.2  | 36,177,875 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc.         |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 100 | D | \$ 29.23 | 36,177,775 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc.         |
| Common Stock, Par Value \$0.01 | 01/25/2008 | S | 100 | D | \$ 29.27 | 36,177,675 | I | Through Pepsi-Cola Metropolitan Bottling Company, Inc.         |
| Common Stock, Par Value \$0.01 |            |   |     |   |          | 20,550,046 | I | See Footnote <u>(2)</u>                                        |

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

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(9-02)

**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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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 Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                | Director      | 10% Owner | Officer | Other |
| PEPSICO INC<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577                                    |               | X         |         |       |
| Pepsi-Cola Metropolitan Bottling Company, Inc.<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 |               | X         |         |       |

## Signatures

/s/ Thomas H. Tamoney, Jr. 01/28/2008

\_\_Signature of Reporting Person Date

Thomas H. Tamoney, Jr. 01/28/2008

\_\_Signature of Reporting 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 this Form 4 for January 25, 2008 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").
  - (2) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

### Remarks:

Form 2 of 2

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