PEPSI BOTTLING GROUP INC

Form 4 October 02, 2008

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PEPSICO INC

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PEPSI BOTTLING GROUP INC

(Check all applicable)

[PBG]

(Last) (First) 3. Date of Earliest Transaction

4. If Amendment, Date Original

Director Officer (give title below)

10% Owner Other (specify

700 ANDERSON HILL ROAD

(Street)

(State)

10/01/2008

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PURCHASE, NY 10577

(City)

2. Transaction Date 2A. Deemed 1.Title of 3. Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Middle)

(Zip)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (D) or Indirect

(I)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Month/Day/Year) (Instr. 8)

> (A) or

Transaction(s) (Instr. 4) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock, par 10/01/2008 value \$.01

per share

 $S^{(1)}$

6,000 D

29.1227 70,235,158

(2)

\$

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

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SEC 1474 (9-02)

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

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

Signatures

/s/ Thomas H.
Tamoney, Jr.

**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 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).
- The shares with respect to this transaction were sold at prices ranging from \$28.80 to \$29.53. Upon request, PepsiCo, Inc. will provide to (2) the Securities and Exchange Commission staff, Pepsi Bottling Group, Inc. ("PBG"), or a security holder of PBG, full information regarding the number of shares sold at each separate price.

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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