#### PEPSI BOTTLING GROUP INC

Form 4 May 28, 2008

### FORM 4

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

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PEPSICO INC

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

PEPSI BOTTLING GROUP INC [PBG]

(Check all applicable)

3. Date of Earliest Transaction

4. If Amendment, Date Original

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

(Month/Day/Year) 700 ANDERSON HILL ROAD

05/23/2008

Symbol

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Street)

PURCHASE, NY 10577

(Zip)

(Middle)

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

` •	· · ·	Tab	ie i - Noii-	Derivative	Secui	riues Acquir	eu, Disposeu oi,	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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	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	05/23/2008		S(1)	11,700	` ,	\$ 33.16	75,997,950	D	
Common Stock, par value \$.01 per share	05/23/2008		S	4,700	D	\$ 33.17	75,993,250	D	
Common Stock, par value \$.01 per share	05/23/2008		S	3,500	D	\$ 33.1799	75,989,750	D	

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Common Stock, par value \$.01 per share	05/23/2008	S	4,900	D	\$ 33.19	75,984,850	D
Common Stock, par value \$.01 per share	05/23/2008	S	5,000	D	\$ 33.2	75,979,850	D
Common Stock, par value \$.01 per share	05/23/2008	S	4,200	D	\$ 33.21	75,975,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	5,900	D	\$ 33.22	75,969,750	D
Common Stock, par value \$.01 per share	05/23/2008	S	7,200	D	\$ 33.2298	75,962,550	D
Common Stock, par value \$.01 per share	05/23/2008	S	9,200	D	\$ 33.24	75,953,350	D
Common Stock, par value \$.01 per share	05/23/2008	S	9,700	D	\$ 33.25	75,943,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	8,000	D	\$ 33.26	75,935,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	7,500	D	\$ 33.2699	75,928,150	D
Common Stock, par value \$.01 per share	05/23/2008	S	6,400	D	\$ 33.28	75,921,750	D
Common Stock, par value \$.01 per share	05/23/2008	S	6,100	D	\$ 33.2901	75,915,650	D
	05/23/2008	S	1,900	D	\$ 33.3	75,913,750	D

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Common Stock, par value \$.01 per share							
Common Stock, par value \$.01 per share	05/23/2008	S	2,500	D	\$ 33.31	75,911,250	D
Common Stock, par value \$.01 per share	05/23/2008	S	3,100	D	\$ 33.32	75,908,150	D
Common Stock, par value \$.01 per share	05/23/2008	S	1,700	D	\$ 33.3302	75,906,450	D
Common Stock, par value \$.01 per share	05/23/2008	S	2,100	D	\$ 33.34	75,904,350	D
Common Stock, par value \$.01 per share	05/23/2008	S	300	D	\$ 33.35	75,904,050	D
Common Stock, par value \$.01 per share	05/23/2008	S	200	D	\$ 33.36	75,903,850	D

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration Or Number Of Shares

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PEPSICO INC

700 ANDERSON HILL ROAD X

PURCHASE, NY 10577

## **Signatures**

/s/ Thomas H. 05/28/2008 Tamoney, Jr.

\*\*Signature of Reporting Date
Person

## **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 May 23, 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 2 of 2 dated may 28, 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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