

PEPSI BOTTLING GROUP INC  
Form 4  
June 17, 2008

**FORM 4**

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

OMB APPROVAL

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

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

2. Issuer Name and Ticker or Trading Symbol  
PEPSI BOTTLING GROUP INC [PBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
700 ANDERSON HILL ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/16/2008

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

PURCHASE, NY 10577

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership: Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.01 per share	06/16/2008		S <sup>(1)</sup>		200	D	\$ 30.01	73,559,058	D
Common Stock, par value \$.01 per share	06/16/2008		S		400	D	\$ 30.02	73,558,658	D
Common Stock, par value \$.01 per share	06/16/2008		S		400	D	\$ 30.03	73,558,258	D

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Common Stock, par value \$.01 per share	06/16/2008	S	700	D	\$ 30.0368	73,557,558	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.05	73,557,358	D
Common Stock, par value \$.01 per share	06/16/2008	S	900	D	\$ 30.1374	73,556,458	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.15	73,556,258	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.16	73,556,058	D
Common Stock, par value \$.01 per share	06/16/2008	S	600	D	\$ 30.17	73,555,458	D
Common Stock, par value \$.01 per share	06/16/2008	S	700	D	\$ 30.1996	73,554,758	D
Common Stock, par value \$.01 per share	06/16/2008	S	900	D	\$ 30.3427	73,553,858	D
Common Stock, par value \$.01 per share	06/16/2008	S	400	D	\$ 30.35	73,553,458	D
Common Stock, par value \$.01 per share	06/16/2008	S	100	D	\$ 30.36	73,553,358	D
Common Stock, par value \$.01 per share	06/16/2008	S	300	D	\$ 30.38	73,553,058	D
	06/16/2008	S	600	D	\$ 30.39	73,552,458	D

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Common Stock, par value \$.01 per share							
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.4	73,552,258	D
Common Stock, par value \$.01 per share	06/16/2008	S	600	D	\$ 30.44	73,551,658	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.45	73,551,458	D
Common Stock, par value \$.01 per share	06/16/2008	S	1,900	D	\$ 30.5692	73,549,558	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.6	73,549,358	D
Common Stock, par value \$.01 per share	06/16/2008	S	1,900	D	\$ 30.7182	73,547,458	D
Common Stock, par value \$.01 per share	06/16/2008	S	400	D	\$ 30.74	73,547,058	D
Common Stock, par value \$.01 per share	06/16/2008	S	500	D	\$ 30.75	73,546,558	D
Common Stock, par value \$.01 per share	06/16/2008	S	200	D	\$ 30.77	73,546,358	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)

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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. 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 Following Transaction (Instr. 5)
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## Reporting Owners

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

## Signatures

/s/ Thomas H. Tamoney, Jr. 06/17/2008

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 these Forms 4 for June 16, 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 17, 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.