

PEPSI BOTTLING GROUP INC

Form 4

October 14, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2008

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

700 ANDERSON HILL ROAD

(Street)

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

PURCHASE, NY 10577

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01 per share	10/09/2008		S ⁽¹⁾	1,500	D	\$ 23.7111 (2)	70,212,058 D
Common Stock, par value \$.01 per share	10/09/2008		S ⁽¹⁾	3,500	D	\$ 24.704 (3)	70,208,558 D
Common Stock, par value \$.01 per share	10/10/2008		S ⁽¹⁾	3,900	D	\$ 21.7 (4)	70,204,658 D

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Common Stock, par value \$.01 per share	10/10/2008	S ⁽¹⁾	1,100	D	\$ 22.26 <u>(5)</u>	70,203,558	D
Common Stock, par value \$.01 per share	10/13/2008	S ⁽¹⁾	2,200	D	\$ 23.1964 <u>(6)</u>	70,201,358	D
Common Stock, par value \$.01 per share	10/13/2008	S ⁽¹⁾	2,800	D	\$ 23.6636 <u>(6)</u>	70,198,558	D

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

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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.

10/14/2008

__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 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 \$23.39 to \$24.23. Upon request, PepsiCo, Inc. will provide to 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.
 - (2) The shares with respect to this transaction were sold at prices ranging from \$24.24 to \$25.12. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.
 - (3) The shares with respect to this transaction were sold at prices ranging from \$21.15 to \$22.08. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.
 - (4) The shares with respect to this transaction were sold at prices ranging from \$22.13 to \$22.51. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.
 - (5) The shares with respect to this transaction were sold at prices ranging from \$22.8511 to \$23.42. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.
 - (6)

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.