

PEPSI BOTTLING GROUP INC
Form 4
June 16, 2008

FORM 4

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

OMB APPROVAL

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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)
06/12/2008

____ 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)
				(A) or (D)	Price		
Common Stock, par value \$.01 per share	06/12/2008		S ⁽¹⁾	2,200 D	\$ 31.6799	73,760,150 D	
Common Stock, par value \$.01 per share	06/12/2008		S	2,200 D	\$ 31.6892	73,757,950 D	
Common Stock, par value \$.01 per share	06/12/2008		S	1,800 D	\$ 31.7	73,756,150 D	

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Common Stock, par value \$.01 per share	06/12/2008	S	2,200	D	\$ 31.71	73,753,950	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,000	D	\$ 31.7196	73,752,950	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,000	D	\$ 31.7295	73,751,950	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,500	D	\$ 31.74	73,750,450	D
Common Stock, par value \$.01 per share	06/12/2008	S	600	D	\$ 31.75	73,749,850	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,600	D	\$ 31.7597	73,748,250	D
Common Stock, par value \$.01 per share	06/12/2008	S	2,800	D	\$ 31.77	73,745,450	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,000	D	\$ 31.78	73,744,450	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,000	D	\$ 31.7897	73,743,450	D
Common Stock, par value \$.01 per share	06/12/2008	S	2,800	D	\$ 31.8	73,740,650	D
Common Stock, par value \$.01 per share	06/12/2008	S	1,200	D	\$ 31.81	73,739,450	D
	06/12/2008	S	100	D		73,739,350	D

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Common Stock, par value \$.01 per share					\$ 31.8167		
Common Stock, par value \$.01 per share	06/12/2008	S	800	D	\$ 31.84	73,738,550	D
Common Stock, par value \$.01 per share	06/13/2008	S	200	D	\$ 30.42	73,738,350	D
Common Stock, par value \$.01 per share	06/13/2008	S	300	D	\$ 30.43	73,738,050	D
Common Stock, par value \$.01 per share	06/13/2008	S	900	D	\$ 30.44	73,737,150	D
Common Stock, par value \$.01 per share	06/13/2008	S	2,400	D	\$ 30.45	73,734,750	D
Common Stock, par value \$.01 per share	06/13/2008	S	4,100	D	\$ 30.4591	73,730,650	D
Common Stock, par value \$.01 per share	06/13/2008	S	4,400	D	\$ 30.471	73,726,250	D
Common Stock, par value \$.01 per share	06/13/2008	S	4,100	D	\$ 30.48	73,722,150	D
Common Stock, par value \$.01 per share	06/13/2008	S	6,700	D	\$ 30.49	73,715,450	D
Common Stock, par value \$.01 per share	06/13/2008	S	8,392	D	\$ 30.5005	73,707,058	D
	06/13/2008	S	3,400	D		73,703,658	D

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Common Stock, par value \$.01 per share					\$				
					30.5099				
Common Stock, par value \$.01 per share	06/13/2008		S	6,700	D	\$	73,696,958	D	
						30.5201			
Common Stock, par value \$.01 per share	06/13/2008		S	9,300	D	\$	73,687,658	D	
						30.5298			
Common Stock, par value \$.01 per share	06/13/2008		S	7,600	D	\$	73,680,058	D	
						30.5401			
Common Stock, par value \$.01 per share	06/13/2008		S	5,100	D	\$	73,674,958	D	
						30.55			

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. 6)
						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. 06/16/2008

__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 12, 2008 and June 13, 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 4 dated June 16, 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.