

PEPSIAMERICAS INC/IL/
Form 4
July 28, 2008

FORM 4

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

OMB APPROVAL

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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
PEPSIAMERICAS INC/IL/ [PAS]

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)
07/24/2008

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

PURCHASE, NY 10577

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

(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 Indirect or Beneficial Ownership (Instr. 4)		
				(A) or (D)					
			Code	V	Amount				
Common Stock, Par Value \$0.01	07/24/2008		S ⁽¹⁾	35,000	D	\$ 24.0387 (2)	34,945,578	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	07/25/2008		S ⁽¹⁾	19,903	D	\$ 23.5656 (3)	34,925,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.

__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 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").

The shares with respect to this transaction were sold at prices ranging from \$23.60 to \$24.5511. Upon request, PepsiCo, Inc. will provide
- (2) to the Securities and Exchange Commission staff, PepsiAmericas, Inc. ("PAS"), or a security holder of PAS, full information regarding the number of shares sold at each separate price.

The shares with respect to this transaction were sold at prices ranging from \$23.5001 to \$23.69. Upon request, PepsiCo, Inc. will provide
- (3) to the Securities and Exchange Commission staff, PAS, or a security holder of PAS, full information regarding the number of shares sold at each separate price.
- (4) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

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.