

PEPSI BOTTLING GROUP INC

Form 4

October 16, 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 INC2. 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)  
10/14/2008\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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)  
\_X\_ 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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.01<br>per share | 10/14/2008                              |                                                             | S <sup>(1)</sup>                     | 4,600                                                                   | D                                                                                                                  | \$<br>23.7359<br>(2)                                                    | 70,193,958 D                                                                   |
| Common<br>Stock, par<br>value \$.01<br>per share | 10/14/2008                              |                                                             | S <sup>(1)</sup>                     | 400                                                                     | D                                                                                                                  | \$<br>24.2675<br>(3)                                                    | 70,193,558 D                                                                   |
| Common<br>Stock, par<br>value \$.01<br>per share | 10/15/2008                              |                                                             | S <sup>(1)</sup>                     | 5,000                                                                   | D                                                                                                                  | \$<br>23.2846<br>(4)                                                    | 70,188,558 D                                                                   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          |                                                                |                                                                           |                                                     |                                                                            |

## Reporting Owners

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

## Signatures

/s/ Thomas H.  
Tamoney, Jr. 10/16/2008

\_\_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 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 \$23.14 to \$23.98. 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.

(3) The shares with respect to this transaction were sold at prices ranging from \$24.00 to \$24.2675. 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.

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- The shares with respect to this transaction were sold at prices ranging from \$22.77 to \$23.66. Upon request, PepsiCo, Inc. will provide to
- (4) 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.

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.