

PEPSI BOTTLING GROUP INC  
 Form 4  
 June 05, 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  
 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)  
 06/03/2008

\_\_\_\_ 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	06/04/2008		S <sup>(1)</sup>		5,300	D	\$ 31.8795
Common Stock, par value \$.01 per share	06/04/2008		S		5,800	D	\$ 31.8897
Common Stock, par value \$.01 per share	06/04/2008		S		6,700	D	\$ 31.9001

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Common Stock, par value \$.01 per share	06/04/2008	S	10,800	D	\$ 31.9099	74,782,650	D
Common Stock, par value \$.01 per share	06/04/2008	S	12,000	D	\$ 31.92	74,770,650	D
Common Stock, par value \$.01 per share	06/04/2008	S	5,800	D	\$ 31.9298	74,764,850	D
Common Stock, par value \$.01 per share	06/04/2008	S	4,600	D	\$ 31.9399	74,760,250	D
Common Stock, par value \$.01 per share	06/04/2008	S	9,100	D	\$ 31.9501	74,751,150	D
Common Stock, par value \$.01 per share	06/04/2008	S	6,782	D	\$ 31.9601	74,744,368	D
Common Stock, par value \$.01 per share	06/04/2008	S	6,900	D	\$ 31.9699	74,737,468	D
Common Stock, par value \$.01 per share	06/04/2008	S	11,500	D	\$ 31.98	74,725,968	D
Common Stock, par value \$.01 per share	06/04/2008	S	5,300	D	\$ 31.99	74,720,668	D
Common Stock, par value \$.01 per share	06/04/2008	S	3,500	D	\$ 32	74,717,168	D
Common Stock, par value \$.01 per share	06/04/2008	S	4,400	D	\$ 32.0099	74,712,768	D
	06/04/2008	S	2,700	D		74,710,068	D

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Common Stock, par value \$.01 per share					\$ 32.0202		
Common Stock, par value \$.01 per share	06/04/2008	S	5,000	D	\$ 32.0301	74,705,068	D
Common Stock, par value \$.01 per share	06/04/2008	S	2,718	D	\$ 32.04	74,702,350	D
Common Stock, par value \$.01 per share	06/04/2008	S	5,700	D	\$ 32.05	74,696,650	D
Common Stock, par value \$.01 per share	06/04/2008	S	4,700	D	\$ 32.06	74,691,950	D
Common Stock, par value \$.01 per share	06/04/2008	S	2,800	D	\$ 32.07	74,689,150	D
Common Stock, par value \$.01 per share	06/04/2008	S	100	D	\$ 32.0924	74,689,050	D
Common Stock, par value \$.01 per share	06/04/2008	S	2,400	D	\$ 32.1	74,686,650	D
Common Stock, par value \$.01 per share	06/04/2008	S	300	D	\$ 32.11	74,686,350	D

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

