#### PEPSI BOTTLING GROUP INC

Form 4

October 19, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PEPSICO INC

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PEPSI BOTTLING GROUP INC

(Check all applicable)

[PBG]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

4. If Amendment, Date Original

Director Officer (give title X 10% Owner \_ Other (specify

700 ANDERSON HILL ROAD

10/17/2005

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

PURCHASE, NY 10577

| (City)   | (State) (Z                           | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |        |     |  |  |   |  |  |
|--|--------------------------------------|--|---|---|--------|-----|--|--|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit on(A) or Dis (D) (Instr. 3, 4) | sposed | of  | 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common<br>Stock, par<br>value \$.01<br>per share | 10/17/2005                           |  | S                                       | 11,000<br>(1)                             | D      | (2) | 99,153,298   | D  |   |  |  |
| Common<br>Stock, par<br>value \$.01<br>per share | 10/18/2005                           |  | S                                       | 14,700<br>(1)                             | D      | (3) | 99,138,598   | 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)

| 2.          | 3. Transaction Date                                 | 3A. Deemed   | 4.  | 5.  | 6. Date Exerc  | cisable and   | 7. Title  | and   | 8. Price of  | 9. Nu                         |
|-------------|---|--|---|---|--|---|---|---|--|-------------------------------|
| Conversion  | (Month/Day/Year)                                    | Execution Date, if   | Transaction   | onNumber  | Expiration D   | ate   | Amoun   | nt of   | Derivative   | Deriv                         |
| or Exercise |   | any  | Code  | of  | (Month/Day/  | Year)   | Underl  | ying  | Security   | Secui                         |
| Price of    |   | (Month/Day/Year)   | (Instr. 8)  | Derivative  | e  |   | Securit   | ies   | (Instr. 5)   | Bene                          |
| Derivative  |   |  |   | Securities  |  |   | (Instr. 3   | 3 and 4)  |  | Owne                          |
| Security    |   |  |   | Acquired  |  |   |   |   |  | Follo                         |
|             |   |  |   | (A) or  |  |   |   |   |  | Repo                          |
|             |   |  |   | Disposed  |  |   |   |   |  | Trans                         |
|             |   |  |   | of (D)  |  |   |   |   |  | (Instr                        |
|             |   |  |   | (Instr. 3,  |  |   |   |   |  |                               |
|             |   |  |   | 4, and 5)   |  |   |   |   |  |                               |
|             |   |  |   |   |  |   |   | Amount  |  |                               |
|             |   |  |   |   |  |   |   |   |  |                               |
|             |   |  |   |   | Date   | Expiration  |   |   |  |                               |
|             |   |  |   |   | Exercisable  | Date  |   |   |  |                               |
|             |   |  | Code V  | (A) (D)   |  |   |   |   |  |                               |
|             | Conversion<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year)<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative | Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8)  Derivative Security | Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, | Conversion or Exercise any Code of (Month/Day/Pear) Price of (Month/Day/Year) Derivative Security  Code of (Month/Day/Pear) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year)  Price of (Month/Day/Year) (Instr. 8) Derivative  Security Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date  Expiration Date  Code of (Month/Day/Year)  (Instr. 8) Derivative  Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amour or Exercise any Code of (Month/Day/Year) Underly Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 7) Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Amour Code of (Month/Day/Year) Underly Securities (Instr. 7) Date Expiration Exercisable Date Title | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Code of (Month/Day/Year) Underlying Securities  Price of (Month/Day/Year) (Instr. 8) Derivative  Security Securities  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)  Date  Expiration Date  Amount of (Month/Day/Year)  Underlying  Securities  Securities  (Instr. 3 and 4)  Amount of (Month/Day/Year)  Underlying  Securities  Securities  Faction Date  Expiration Date  Amount of (Month/Day/Year)  Underlying  Securities  Securities  Faction Date  Expiration Date  Expiration Date  Or Number of | Conversion of Month/Day/Year) |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0                            | Director      | 10% Owner | Officer | Other |  |  |  |
| PEPSICO INC                    |               |           |         |       |  |  |  |
| 700 ANDERSON HILL ROAD         |               | X         |         |       |  |  |  |
| PURCHASE, NY 10577             |               |           |         |       |  |  |  |

# **Signatures**

/s/ Robert E.
Cox

\*\*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 on its affiliates pursuant to a plan adopted April 15, 2005, which is intended to comply with Rule 10b5-1(c).
- (2) The shares with respect to this transaction were sold at prices ranging from \$27.54 to \$27.79.
- (3) The shares with respect to this transaction were sold at prices ranging from \$27.60 to \$27.84.

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.

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