

PEPSI BOTTLING GROUP INC

Form 4

March 05, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)
03/03/2008

____ Director ____X____ 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 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	03/03/2008		S		200 ⁽¹⁾	D \$ 33.81	78,401,658 D
Common Stock, par value \$.01 per share	03/03/2008		S		700	D \$ 33.84	78,400,958 D
Common Stock, par value \$.01 per share	03/03/2008		S		900	D \$ 33.85	78,400,058 D

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Common Stock, par value \$.01 per share	03/03/2008	S	1,100	D	\$ 33.86	78,398,958	D
Common Stock, par value \$.01 per share	03/03/2008	S	200	D	\$ 33.87	78,398,758	D
Common Stock, par value \$.01 per share	03/03/2008	S	500	D	\$ 33.88	78,398,258	D
Common Stock, par value \$.01 per share	03/03/2008	S	500	D	\$ 33.89	78,397,758	D
Common Stock, par value \$.01 per share	03/03/2008	S	300	D	\$ 33.9	78,397,458	D
Common Stock, par value \$.01 per share	03/03/2008	S	1,300	D	\$ 33.92	78,396,158	D
Common Stock, par value \$.01 per share	03/03/2008	S	1,100	D	\$ 33.93	78,395,058	D
Common Stock, par value \$.01 per share	03/03/2008	S	3,800	D	\$ 33.94	78,391,258	D
Common Stock, par value \$.01 per share	03/03/2008	S	2,400	D	\$ 33.95	78,388,858	D
Common Stock, par value \$.01 per share	03/03/2008	S	2,400	D	\$ 33.96	78,386,458	D
Common Stock, par value \$.01 per share	03/03/2008	S	1,900	D	\$ 33.97	78,384,558	D
	03/03/2008	S	4,100	D		78,380,458	D

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Common Stock, par value \$.01 per share					\$ 33.98		
Common Stock, par value \$.01 per share	03/03/2008	S	3,400	D	\$ 33.99	78,377,058	D
Common Stock, par value \$.01 per share	03/03/2008	S	4,500	D	\$ 34	78,372,558	D
Common Stock, par value \$.01 per share	03/03/2008	S	8,300	D	\$ 34.01	78,364,258	D
Common Stock, par value \$.01 per share	03/03/2008	S	1,700	D	\$ 34.02	78,362,558	D
Common Stock, par value \$.01 per share	03/03/2008	S	3,900	D	\$ 34.03	78,358,658	D
Common Stock, par value \$.01 per share	03/03/2008	S	6,500	D	\$ 34.04	78,352,158	D
Common Stock, par value \$.01 per share	03/03/2008	S	2,300	D	\$ 34.05	78,349,858	D
Common Stock, par value \$.01 per share	03/03/2008	S	2,300	D	\$ 34.06	78,347,558	D
Common Stock, par value \$.01 per share	03/03/2008	S	7,800	D	\$ 34.07	78,339,758	D
Common Stock, par value \$.01 per share	03/03/2008	S	2,700	D	\$ 34.08	78,337,058	D
	03/03/2008	S	3,700	D		78,333,358	D

\$
34.09

03/03/2008

S 5,000 D \$ 34.1 78,328,358 D

03/03/2008

S	100	D	\$	78,328,258	D
			34.11		

03/03/2008

S	1,100	D	\$	78,327,158	D
			34.12		

03/03/2008

S	2,600	D	\$	78,324,558	D
			34.13		

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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 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 Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

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. 03/05/2008

__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 for March 3, 2008 were made by PepsiCo, Inc., on behalf of its affiliates pursuant to a plan adopted December 4, 2007, which is intended to comply with Rule 10b5-1(c).

Remarks:

Form 1 of 2 dated March 5, 2008

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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