PEPSI BOTTLING GROUP INC

Form 4 May 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

Section 16.

subject to

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)

(State)

3. Date of Earliest Transaction

Director Officer (give title below)

X__ 10% Owner Other (specify

(Month/Day/Year)

Filed(Month/Day/Year)

700 ANDERSON HILL ROAD 05/22/2008

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

PURCHASE, NY 10577

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Tube 1 Tion Delivative Securities Required, Disposed on, or Beneficiary 6 when								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, par value \$.01 per share	05/22/2008		S <u>(1)</u>	2,500	D	\$ 33.18	76,082,250	D	
Common Stock, par value \$.01 per share	05/22/2008		S	1,400	D	\$ 33.1893	76,080,850	D	
Common Stock, par value \$.01 per share	05/22/2008		S	4,800	D	\$ 33.2001	76,076,050	D	

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Common Stock, par value \$.01 per share	05/22/2008	S	2,300	D	\$ 33.21	76,073,750	D
Common Stock, par value \$.01 per share	05/22/2008	S	3,500	D	\$ 33.22	76,070,250	D
Common Stock, par value \$.01 per share	05/22/2008	S	2,100	D	\$ 33.2302	76,068,150	D
Common Stock, par value \$.01 per share	05/22/2008	S	1,930	D	\$ 33.24	76,066,220	D
Common Stock, par value \$.01 per share	05/22/2008	S	1,200	D	\$ 33.25	76,065,020	D
Common Stock, par value \$.01 per share	05/22/2008	S	2,170	D	\$ 33.26	76,062,850	D
Common Stock, par value \$.01 per share	05/22/2008	S	900	D	\$ 33.27	76,061,950	D
Common Stock, par value \$.01 per share	05/22/2008	S	1,800	D	\$ 33.28	76,060,150	D

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PEPSICO INC
700 ANDERSON HILL ROAD
PURCHASE, NY 10577

Signatures

/s/ Thomas H. Tamoney, Jr. 05/27/2008

**Signature of Reporting Date
Person

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 these Forms 4 for May 22, 2008 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).

Remarks:

Form 2 of 2 dated May 27, 2008.

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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