

PEPSIAMERICAS INC/IL/

Form 4

August 27, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEPSICO INC

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PEPSIAMERICAS INC/IL/ [PAS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01	08/25/2008		S ⁽¹⁾	60,000	D 23.7267 (2)	33,781,414 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	08/26/2008		S ⁽¹⁾	50,000	D 23.6953 (3)	33,731,414 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.

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Common
Stock,
Par Value
\$0.01

20,550,046 I

See Footnote
(4)

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount 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

Pepsi-Cola Metropolitan Bottling Company, Inc.
700 ANDERSON HILL ROAD
PURCHASE, NY 10577

X

Signatures

/s/ Thomas H.
Tamoney, Jr. 08/27/2008

**Signature of Reporting
Person Date

Thomas H. Tamoney,
Jr. 08/27/2008

__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 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").

The shares with respect to this transaction were sold at prices ranging from \$23.50 to \$23.86. Upon request, PepsiCo, Inc. will provide to
(2) the Securities and Exchange Commission staff, PepsiAmericas, Inc. ("PAS"), or a security holder of PAS, full information regarding the number of shares sold at each separate price.

The shares with respect to this transaction were sold at prices ranging from \$23.56 to \$23.84. Upon request, PepsiCo, Inc. will provide to
(3) the Securities and Exchange Commission staff, PAS, or a security holder of PAS, full information regarding the number of shares sold at each separate price.

(4) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

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.