

PEPSI BOTTLING GROUP INC  
Form 4  
November 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
11/17/2008

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

PURCHASE, NY 10577

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

(City) (State) (Zip)

**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 | 11/17/2008                           |  | S <sup>(1)</sup>               | 3,500 D   | \$ 20.2557 70,068,758   | D  |                                   |
| Common Stock, par value \$.01 per share | 11/18/2008                           |  | S <sup>(1)</sup>               | 500 D   | \$ 18.8688 70,068,258   | D  |                                   |
| Common Stock, par value \$.01 per share | 11/18/2008                           |  | S <sup>(1)</sup>               | 1,800 D   | \$ 19.3844 70,066,458   | D  |                                   |

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

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(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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>700 ANDERSON HILL ROAD<br>PURCHASE, NY 10577 |               | X         |         |       |

## Signatures

/s/ Thomas H. Tamoney, Jr. 11/19/2008

\_\_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 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).
- The shares with respect to this transaction were sold at prices ranging from \$19.90 to \$20.68. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, Pepsi Bottling Group, Inc. ("PBG"), or a security holder of PBG, full information regarding the number of shares sold at each separate price.
- (2) The shares with respect to this transaction were sold at prices ranging from \$18.6568 to \$19.00. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.
- (3) The shares with respect to this transaction were sold at prices ranging from \$18.6568 to \$19.00. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

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- The shares with respect to this transaction were sold at prices ranging from \$19.01 to \$19.70. Upon request, PepsiCo, Inc. will provide to
- (4) the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

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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