

PEPSI BOTTLING GROUP INC  
 Form 4  
 July 23, 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)  
 07/21/2008

\_\_\_\_ 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	07/21/2008		S <sup>(1)</sup>	45,000 D	\$ 27.5934 <u>(2)</u>	72,052,448	D
Common Stock, par value \$.01 per share	07/22/2008		S <sup>(1)</sup>	46,600 D	\$ 28.076 <u>(3)</u>	72,005,848	D
Common Stock, par value \$.01 per share	07/22/2008		S <sup>(1)</sup>	23,400 D	\$ 28.2987 <u>(4)</u>	71,982,448	D



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The shares with respect to this transaction were sold at prices ranging from \$28.2102 to \$28.40. Upon request, PepsiCo, Inc. will provide (4) 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.

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.