

PEPSI BOTTLING GROUP INC
 Form 4
 May 28, 2008

FORM 4

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

OMB APPROVAL

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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)
 05/23/2008

____ 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)			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	05/23/2008		S ⁽¹⁾			11,700	D	\$ 33.16	75,997,950	D	
Common Stock, par value \$.01 per share	05/23/2008		S			4,700	D	\$ 33.17	75,993,250	D	
Common Stock, par value \$.01 per share	05/23/2008		S			3,500	D	\$ 33.1799	75,989,750	D	

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Common Stock, par value \$.01 per share	05/23/2008	S	4,900	D	\$ 33.19	75,984,850	D
Common Stock, par value \$.01 per share	05/23/2008	S	5,000	D	\$ 33.2	75,979,850	D
Common Stock, par value \$.01 per share	05/23/2008	S	4,200	D	\$ 33.21	75,975,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	5,900	D	\$ 33.22	75,969,750	D
Common Stock, par value \$.01 per share	05/23/2008	S	7,200	D	\$ 33.2298	75,962,550	D
Common Stock, par value \$.01 per share	05/23/2008	S	9,200	D	\$ 33.24	75,953,350	D
Common Stock, par value \$.01 per share	05/23/2008	S	9,700	D	\$ 33.25	75,943,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	8,000	D	\$ 33.26	75,935,650	D
Common Stock, par value \$.01 per share	05/23/2008	S	7,500	D	\$ 33.2699	75,928,150	D
Common Stock, par value \$.01 per share	05/23/2008	S	6,400	D	\$ 33.28	75,921,750	D
Common Stock, par value \$.01 per share	05/23/2008	S	6,100	D	\$ 33.2901	75,915,650	D
	05/23/2008	S	1,900	D	\$ 33.3	75,913,750	D

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Common Stock, par value \$.01 per share							
Common Stock, par value \$.01 per share	05/23/2008	S	2,500	D	\$ 33.31	75,911,250	D
Common Stock, par value \$.01 per share	05/23/2008	S	3,100	D	\$ 33.32	75,908,150	D
Common Stock, par value \$.01 per share	05/23/2008	S	1,700	D	\$ 33.3302	75,906,450	D
Common Stock, par value \$.01 per share	05/23/2008	S	2,100	D	\$ 33.34	75,904,350	D
Common Stock, par value \$.01 per share	05/23/2008	S	300	D	\$ 33.35	75,904,050	D
Common Stock, par value \$.01 per share	05/23/2008	S	200	D	\$ 33.36	75,903,850	D

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

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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 Benef Own Follo Repo Trans (Instr
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