PEPSI BOTTLING GROUP INC
Form 4
May 28, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(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
PEPSI BOTTLING GROUP INC [PBG]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2008

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)
_X_ Form filed by One Reporting Person
___ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	05/23/2008		S (1)		700	D	$ 32.85	76,059,450	D	
Common Stock, par value $.01 per share	05/23/2008		S		1,300	D	$ 32.86	76,058,150	D	
Common Stock, par value $.01 per share	05/23/2008		S		300	D	$ 32.87	76,057,850	D	

Common Stock, par value $.01 per share	05/23/2008	S	1,900	D	$ 32.88	76,055,950	D
Common Stock, par value $.01 per share	05/23/2008	S	800	D	$ 32.89	76,055,150	D
Common Stock, par value $.01 per share	05/23/2008	S	1,500	D	$ 32.9	76,053,650	D
Common Stock, par value $.01 per share	05/23/2008	S	900	D	$ 32.9104	76,052,750	D
Common Stock, par value $.01 per share	05/23/2008	S	2,300	D	$ 32.92	76,050,450	D
Common Stock, par value $.01 per share	05/23/2008	S	500	D	$ 32.93	76,049,950	D
Common Stock, par value $.01 per share	05/23/2008	S	3,300	D	$ 32.94	76,046,650	D
Common Stock, par value $.01 per share	05/23/2008	S	1,600	D	$ 32.9498	76,045,050	D
Common Stock, par value $.01 per share	05/23/2008	S	700	D	$ 32.96	76,044,350	D
Common Stock, par value $.01 per share	05/23/2008	S	300	D	$ 32.97	76,044,050	D
Common Stock, par value $.01 per share	05/23/2008	S	1,200	D	$ 32.98	76,042,850	D
	05/23/2008	S	900	D	$ 32.99	76,041,950	D

Common Stock, par value $.01 per share								
Common Stock, par value $.01 per share	05/23/2008	S	1,200	D	$ 33	76,040,750	D	
Common Stock, par value $.01 per share	05/23/2008	S	2,200	D	$ 33.0098	76,038,550	D	
Common Stock, par value $.01 per share	05/23/2008	S	300	D	$ 33.02	76,038,250	D	
Common Stock, par value $.01 per share	05/23/2008	S	1,500	D	$ 33.03	76,036,750	D	
Common Stock, par value $.01 per share	05/23/2008	S	1,100	D	$ 33.04	76,035,650	D	
Common Stock, par value $.01 per share	05/23/2008	S	2,200	D	$ 33.05	76,033,450	D	
Common Stock, par value $.01 per share	05/23/2008	S	900	D	$ 33.07	76,032,550	D	
Common Stock, par value $.01 per share	05/23/2008	S	2,100	D	$ 33.08	76,030,450	D	
Common Stock, par value $.01 per share	05/23/2008	S	1,500	D	$ 33.09	76,028,950	D	
Common Stock, par value $.01 per share	05/23/2008	S	3,300	D	$ 33.1	76,025,650	D	
	05/23/2008	S	600	D	$ 33.11	76,025,050	D	

Common Stock, par value $.01 per share								
Common Stock, par value $.01 per share	05/23/2008	S	1,800	D	$ 33.12	76,023,250	D	
Common Stock, par value $.01 per share	05/23/2008	S	3,300	D	$ 33.13	76,019,950	D	
Common Stock, par value $.01 per share	05/23/2008	S	6,100	D	$ 33.14	76,013,850	D	
Common Stock, par value $.01 per share	05/23/2008	P	4,200	D	$ 33.15	76,009,650	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 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 Owne 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		

Signatures

/s/ Thomas H. Tamoney, Jr.	05/28/2008
**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 these Forms 4 for May 23, 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 1 of 2 dated May 28, 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.