

PEPSIAMERICAS INC/IL/

Form 4

June 02, 2008

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

OMB APPROVAL

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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

(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)

05/29/2008

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	05/29/2008		S ⁽¹⁾	500	D \$ 24.43	35,660,663 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/29/2008		S	800	D \$ 24.44	35,659,863 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.

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Common Stock, Par Value \$0.01	05/29/2008	S	500	D	\$ 24.45	35,659,363	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/29/2008	S	300	D	\$ 24.46	35,659,063	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/29/2008	S	1,388	D	\$ 24.47	35,657,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/29/2008	S	1,100	D	\$ 24.48	35,656,575	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/29/2008	S	300	D	\$ 24.5	35,656,275	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	700	D	\$ 24.21	35,655,575	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	2,689	D	\$ 24.22	35,652,886	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	5,411	D	\$ 24.23	35,647,475	I	Through Pepsi-Cola Metropolitan Bottling Company,

Common Stock, Par Value \$0.01	05/30/2008	S	2,200	D	\$ 24.24	35,645,275	I	Inc. Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	3,489	D	\$ 24.2503	35,641,786	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	2,900	D	\$ 24.26	35,638,886	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	3,107	D	\$ 24.27	35,635,779	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	4,400	D	\$ 24.28	35,631,379	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	1,500	D	\$ 24.29	35,629,879	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	5,994	D	\$ 24.3004	35,623,885	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	2,997	D	\$ 24.3096	35,620,888	I	Through Pepsi-Cola Metropolitan Bottling

Common Stock, Par Value \$0.01	05/30/2008	S	1,600	D	\$ 24.32	35,619,288	I	Company, Inc. Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	2,500	D	\$ 24.3304	35,616,788	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	3,400	D	\$ 24.341	35,613,388	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	1,300	D	\$ 24.35	35,612,088	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	302	D	\$ 24.36	35,611,786	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	1,811	D	\$ 24.37	35,609,975	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	300	D	\$ 24.38	35,609,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value	05/30/2008	S	900	D	\$ 24.39	35,608,775	I	Through Pepsi-Cola Metropolitan

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\$0.01									Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	300	D	\$ 24.4	35,608,475	I		Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	749	D	\$ 24.41	35,607,726	I		Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/30/2008	S	51	D	\$ 24.42	35,607,675	I		Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01						20,550,046	I		See Footnote (2)

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 Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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. 06/02/2008

__Signature of Reporting Person Date

Thomas H. Tamoney,
Jr. 06/02/2008

__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 29 and 30, 2008 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").
- (2) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

Remarks:

Form 2 of 3 dated June 2, 2008

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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