

PEPSIAMERICAS INC/IL/

Form 4

July 28, 2008

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

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

## 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  
**PEPSIAMERICAS INC/IL/ [PAS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/24/2008**

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |                                                                       |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|---|-----------------------------------------------------------------------|
| Common<br>Stock,<br>Par Value<br>\$0.01 | 07/24/2008                              |                                                             | S <sup>(1)</sup>                     | 35,000                                                                  | D                                                                                                                  | \$<br>24.0387<br>(2)                                                    | 34,945,578                                                        | I | Through<br>Pepsi-Cola<br>Metropolitan<br>Bottling<br>Company,<br>Inc. |
| Common<br>Stock,<br>Par Value<br>\$0.01 | 07/25/2008                              |                                                             | S <sup>(1)</sup>                     | 19,903                                                                  | D                                                                                                                  | \$<br>23.5656<br>(3)                                                    | 34,925,675                                                        | I | Through<br>Pepsi-Cola<br>Metropolitan<br>Bottling<br>Company,<br>Inc. |

# Edgar Filing: PEPSIAMERICAS INC/IL/ - Form 4

Common  
Stock,  
Par Value  
\$0.01

20,550,046 I

See Footnote  
(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## 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. 07/28/2008

\*\*Signature of Reporting  
Person Date

Thomas H. Tamoney,  
Jr. 07/28/2008

\_\_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 this Form 4 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").  
  
The shares with respect to this transaction were sold at prices ranging from \$23.60 to \$24.5511. Upon request, PepsiCo, Inc. will provide  
(2) to the Securities and Exchange Commission staff, PepsiAmericas, Inc. ("PAS"), or a security holder of PAS, full information regarding the number of shares sold at each separate price.  
  
The shares with respect to this transaction were sold at prices ranging from \$23.5001 to \$23.69. Upon request, PepsiCo, Inc. will provide  
(3) to the Securities and Exchange Commission staff, PAS, or a security holder of PAS, full information regarding the number of shares sold at each separate price.  
  
(4) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

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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