

PEPSIAMERICAS INC/IL/  
Form 4  
September 04, 2008

**FORM 4**

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

OMB APPROVAL

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Expires: January 31, 2005  
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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  
PEPSIAMERICAS INC/IL/ [PAS]

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)  
09/02/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

PURCHASE, NY 10577

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Beneficial Ownership (Instr. 4)		
			Code	V	Amount				
					(A) or (D)				
					Price				
Common Stock, Par Value \$0.01	09/02/2008		S <sup>(1)</sup>	52,500	D	\$ 24.0007 (2)	350,815	I	Through Beverages, Foods & Service Industries, Inc.
Common Stock, Par Value \$0.01	09/03/2008		S <sup>(1)</sup>	60,000	D	\$ 23.6578 (3)	290,815	I	Through Beverages, Foods & Service Industries, Inc.

Common Stock, Par Value \$0.01	53,727,985 I	See Footnote <u>(4)</u>
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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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.                      09/04/2008

           \*\*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 Beverages, Foods & Service Industries, Inc. ("BFSI"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").

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(2) The shares with respect to this transaction were sold at prices ranging from \$23.75 to \$24.41. Upon request, PepsiCo, Inc. will provide 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.

(3) The shares with respect to this transaction were sold at prices ranging from \$23.50 to \$23.89. Upon request, PepsiCo, Inc. will provide 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 BFSI.

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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