

PEPSI BOTTLING GROUP INC
 Form 4
 September 19, 2008

FORM 4

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

OMB APPROVAL

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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
PEPSI BOTTLING GROUP INC [PBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

700 ANDERSON HILL ROAD

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

(Street)

PURCHASE, NY 10577

(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) (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$.01 per share	09/17/2008		S ⁽¹⁾		4,000	D	\$ 31.1192 (2)
Common Stock, par value \$.01 per share	09/17/2008		S ⁽¹⁾		1,000	D	\$ 31.878 (3)
Common Stock, par value \$.01 per share	09/18/2008		S ⁽¹⁾		1,700	D	\$ 29.9755 (4)

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(2) The shares with respect to this transaction were sold at prices ranging from \$30.7937 to \$31.60. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, Pepsi Bottling Group, Inc. ("PBG"), or a security holder of PBG, 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 \$31.61 to \$32.28. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

(4) The shares with respect to this transaction were sold at prices ranging from \$29.4468 to \$30.33. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

(5) The shares with respect to this transaction were sold at prices ranging from \$30.37 to \$31.10. Upon request, PepsiCo, Inc. will provide to the Securities and Exchange Commission staff, PBG, or a security holder of PBG, full information regarding the number of shares sold at each separate price.

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.