

PEPSI BOTTLING GROUP INC
 Form 4
 May 29, 2008

FORM 4

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

OMB APPROVAL

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

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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)
 700 ANDERSON HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2008

____ Director
 ____ Officer (give title below)
 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)
 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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 05/28/2008 | | S ⁽¹⁾ | 2,700 D | \$ 32.46 | 75,550,550 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | | S | 5,491 D | \$ 32.47 | 75,545,059 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | | S | 1,500 D | \$ 32.48 | 75,543,559 | D |

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| | | | | | | | |
|--|------------|---|-------|---|---------------|------------|---|
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 1,100 | D | \$ 32.4894 | 75,542,459 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 4,800 | D | \$ 32.4999 | 75,537,659 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 6,800 | D | \$ 32.51 | 75,530,859 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 900 | D | \$ 32.5205 | 75,529,959 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 3,200 | D | \$ 32.53 | 75,526,759 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 3,400 | D | \$ 32.54 | 75,523,359 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 800 | D | \$ 32.5495 | 75,522,559 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 300 | D | \$ 32.56 | 75,522,259 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 350 | D | \$ 32.58 | 75,521,909 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 1,150 | D | \$ 32.59 | 75,520,759 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 200 | D | \$ 32.71 | 75,520,559 | D |
| | 05/28/2008 | S | 800 | D | \$ 32.83 | 75,519,759 | D |

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| | | | | | | | |
|--|------------|---|-------|---|---------------|------------|---|
| Common Stock, par value \$.01 per share | | | | | | | |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 500 | D | \$ 32.84 | 75,519,259 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 1,800 | D | \$ 32.92 | 75,517,459 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 200 | D | \$ 32.93 | 75,517,259 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 600 | D | \$ 32.9391 | 75,516,659 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 609 | D | \$ 32.95 | 75,516,050 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 100 | D | \$ 32.98 | 75,515,950 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 100 | D | \$ 32.99 | 75,515,850 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 500 | D | \$ 33.11 | 75,515,350 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 400 | D | \$ 33.12 | 75,514,950 | D |
| Common Stock, par value \$.01 per share | 05/28/2008 | S | 300 | D | \$ 33.135 | 75,514,650 | D |
| | 05/28/2008 | S | 800 | D | \$ 33.15 | 75,513,850 | D |

Remarks:

Form 4 of 4 dated May 29, 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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