

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
SEC Accession No. **0001209191-05-023191**

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ISSUER

PEPSI BOTTLING GROUP INC

CIK: **1076405** | IRS No.: **134038356** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2080** Beverages

Mailing Address
*ONE PEPSI WAY
SOMERS NY 10589-2201*

Business Address
*ONE PEPSI WAY
SOMERS NY 10589-2201
9147676000*

REPORTING OWNER

PEPSICO INC

CIK: **77476** | State of Incorporation: **NC** | Fiscal Year End: **1228**
Type: **4** | Act: **34** | File No.: **001-14893** | Film No.: **05792295**
SIC: **2080** Beverages

Mailing Address
*700 ANDERSON HILL ROAD
PURCHASE NY 10577-1444*

Business Address
*700 ANDERSON HILL RD
PURCHASE NY 10577
9142532000*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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

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) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
700 ANDERSON HILL ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	04/28/2005		S		71,500	D	(1)	103,541,558 (2)	D	
Common Stock, par value \$.01 per share	04/29/2005		S		42,000	D	(3)	103,499,558 (2)	D	
Common Stock, par value \$.01 per share	05/02/2005		S		27,700	D	(4)	103,471,858 (2)	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- The shares with respect to this transaction were sold at prices ranging from 28.24 to 28.69.
- All sales listed on this Form 4 were made by PepsiCo, Inc., on behalf on its affiliates pursuant to a plan adopted April 15, 2005, which is intended to comply with Rule 10b5-1(c).

3. The shares with respect to this transaction were sold at prices ranging from 28.38 to 28.67.

4. The shares with respect to this transaction were sold at prices ranging from 28.23 to 28.82.

Signatures

/s/ Robert E. Cox

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.