

PEPSI BOTTLING GROUP INC

Form 4

February 11, 2005

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
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(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 ROAD700
ANDERSON HILL

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

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

(Street)
PURCHASE, NY 10577

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

(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 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 | 02/09/2005 | | S | | 900 | D \$ 27.51 | 105,910,458 (1) D |
| Common Stock, par value \$.01 per share | 02/09/2005 | | S | | 3,900 | D \$ 27.52 | 105,906,558 D |
| Common Stock, par value \$.01 | 02/09/2005 | | S | | 400 | D \$ 27.53 | 105,906,158 D |

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per share

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 1,300 | D | \$ 27.55 | 105,904,858 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 3,100 | D | \$ 27.56 | 105,901,758 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,700 | D | \$ 27.57 | 105,899,058 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,900 | D | \$ 27.58 | 105,896,158 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 5,500 | D | \$ 27.59 | 105,890,658 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|---------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 4,000 | D | \$ 27.6 | 105,886,658 | D |
|--|------------|---|-------|---|---------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 5,800 | D | \$ 27.61 | 105,880,858 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 6,000 | D | \$ 27.62 | 105,874,858 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 8,400 | D | \$ 27.63 | 105,866,458 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 7,700 | D | \$ 27.64 | 105,858,758 | D |
|--|------------|---|-------|---|-------------|-------------|---|

| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,800 | D | \$ 27.65 | 105,855,958 | D |
|--|------------|---|-------|---|-------------|-------------|---|

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| | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 1,600 | D | \$ 27.66 | 105,854,358 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 8,800 | D | \$ 27.67 | 105,845,558 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,300 | D | \$ 27.68 | 105,843,258 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 3,100 | D | \$ 27.69 | 105,840,158 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 6,400 | D | \$ 27.7 | 105,833,758 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 5,100 | D | \$ 27.71 | 105,828,658 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,700 | D | \$ 27.72 | 105,825,958 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,100 | D | \$ 27.73 | 105,823,858 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 5,000 | D | \$ 27.74 | 105,818,858 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 1,500 | D | \$ 27.75 | 105,817,358 | D |
| Common Stock, par value \$.01 per share | 02/09/2005 | S | 2,100 | D | \$ 27.76 | 105,815,258 | D |
| | 02/09/2005 | S | 3,900 | D | | 105,811,358 | D |

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Common Stock, par value \$.01 per share \$ 27.54

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

Robert E. Cox, Vice President 02/11/2005

__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 were made pursuant to a plan, adopted February 7, 2005, which is intended to comply with Rule 10b5-1(c).

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