

PEPSI BOTTLING GROUP INC
Form 4
February 11, 2005

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)
700 ANDERSON HILL ROAD
ANDERSON HILL
(Street)

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

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

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

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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 |

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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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