PEPSIAMERICAS INC/IL/

Form 4

August 11, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

X Form filed by More than One Reporting

Person

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad PEPSICO IN	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol PEPSIAMERICAS INC/IL/ [PAS]	5. Relationship of Reporting Person(s) to Issuer				
				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
700 ANDERSON HILL ROAD			(Month/Day/Year) 08/07/2008	Director X 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person				

PURCHASE, NY 10577

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4;	f(D)	nired (A) or	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)
Common Stock, Par Value \$0.01	08/07/2008		S <u>(1)</u>	33,500	D	\$ 23.6652 (2)	34,475,975	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	08/08/2008		S <u>(1)</u>	120,300	D	\$ 24.0822 (3)	34,355,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.

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Common

\$0.01

Stock, See Footnote 20,550,046 I Par Value

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)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			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				
Pepsi-Cola Metropolitan Bottling Company, Inc. 700 ANDERSON HILL ROAD PURCHASE, NY 10577		X				
Signatures						

/s/ Thomas H. 08/11/2008 Tamoney, Jr.

**Signature of Reporting Date

Person Thomas H. Tamoney,

08/11/2008

Jr.

Reporting Owners 2 **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 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").
- The shares with respect to this transcation were sold at prices ranging from \$23.5002 to \$23.87. Upon request, PepsiCo, Inc. will provide (2) to the Securities and Exchange Commission staff, PepsiAmericas, Inc. ("PAS"), or a security holder of PAS, full information regarding the number of shares sold at each separate price.
- The shares with respect to this transcation were sold at prices ranging from \$23.51 to \$24.31. Upon request, PepsiCo, Inc. will provide to
- (3) the Securities and Exchange Commission staff, PAS, or a security holder of PAS, full information regarding the number of shares sold at each separate price.
- (4) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

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.

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