

PEPSIAMERICAS INC/IL/

Form 4

May 22, 2008

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

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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
PEPSIAMERICAS INC/IL/ [PAS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

700 ANDERSON HILL ROAD

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

05/20/2008

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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)
Common Stock, Par Value \$0.01	05/20/2008		S ⁽¹⁾	200	D \$ 24.61	36,048,375 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008		S	600	D \$ 24.62	36,047,775 I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.

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Common Stock, Par Value \$0.01	05/20/2008	S	600	D	\$ 24.63	36,047,175	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	900	D	\$ 24.64	36,046,275	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	1,500	D	\$ 24.66	36,044,775	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	900	D	\$ 24.67	36,043,875	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	3,200	D	\$ 24.68	36,040,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	2,600	D	\$ 24.69	36,038,075	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	3,600	D	\$ 24.7003	36,034,475	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	3,514	D	\$ 24.71	36,030,961	I	Through Pepsi-Cola Metropolitan Bottling Company,

Common Stock, Par Value \$0.01	05/20/2008	S	1,139	D	\$ 24.72	36,029,822	I	Inc. Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	2,464	D	\$ 24.73	36,027,358	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	4,700	D	\$ 24.74	36,022,658	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	3,000	D	\$ 24.75	36,019,658	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	4,997	D	\$ 24.76	36,014,661	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	3,200	D	\$ 24.77	36,011,461	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	2,300	D	\$ 24.78	36,009,161	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	2,400	D	\$ 24.79	36,006,761	I	Through Pepsi-Cola Metropolitan Bottling

Common Stock, Par Value \$0.01	05/20/2008	S	2,800	D	\$ 24.8	36,003,961	I	Company, Inc. Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	2,692	D	\$ 24.81	36,001,269	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	900	D	\$ 24.82	36,000,369	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	1,694	D	\$ 24.83	35,998,675	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/20/2008	S	100	D	\$ 24.84	35,998,575	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/21/2008	S	628	D	\$ 24.46	35,997,947	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value \$0.01	05/21/2008	S	700	D	\$ 24.47	35,997,247	I	Through Pepsi-Cola Metropolitan Bottling Company, Inc.
Common Stock, Par Value	05/21/2008	S	300	D	\$ 24.48	35,996,947	I	Through Pepsi-Cola Metropolitan

\$0.01

Bottling
Company,
Inc.Common
Stock,
Par Value
\$0.01

05/21/2008

S 1,800 D \$ 24.49 35,995,147 I

Through
Pepsi-Cola
Metropolitan
Bottling
Company,
Inc.Common
Stock,
Par Value
\$0.01

05/21/2008

S 300 D \$ 24.5 35,994,847 I

Through
Pepsi-Cola
Metropolitan
Bottling
Company,
Inc.Common
Stock,
Par Value
\$0.01

05/21/2008

S 2,400 D \$ 24.52 35,992,447 I

Through
Pepsi-Cola
Metropolitan
Bottling
Company,
Inc.Common
Stock,
Par Value
\$0.01

20,550,046 I

See Footnote
(2)

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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.
Tamoney, Jr. 05/22/2008

__Signature of Reporting Person Date

Thomas H. Tamoney,
Jr. 05/22/2008

__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 these Forms 4 for May 20 and 21, 2008 reflect sales by Pepsi-Cola Metropolitan Bottling Company, Inc. ("Metro"), a wholly-owned subsidiary of PepsiCo, Inc. ("PepsiCo").
- (2) Shares beneficially owned by PepsiCo, through other wholly owned subsidiaries not including Metro.

Remarks:

Form 1 of 2 dated May 22, 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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