
SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

The Pepsi Bottling Group, Inc.

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

713409 10 0

(CUSIP Number)

March 30, 1999

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/ X / Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 (the "Act") or otherwise subject to the liabilities of that section of the
Act, but shall be subject to all other provisions of the Act (however, see the
Notes).

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CUSIP No. 713409 10 0

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PepsiCo, Inc., I.R.S. Identification No. 13-1584302

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(b) / /

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	55,005,679*
	6.	SHARED VOTING POWER	0
	7.	SOLE DISPOSITIVE POWER	55,005,679*
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,005,679*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

/ /

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

35.5%*

* See response to Item 4.

12. TYPE OF REPORTING PERSON

CO

Item 1(a). Name of Issuer:

The Pepsi Bottling Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

One Pepsi Way, Somers, NY 10589.

Item 2(a). Name of Person Filing:

PepsiCo, Inc. ("PepsiCo")

Item 2(b). Address of Principal Business Office:

700 Anderson Hill Road, Purchase, NY 10577-1444

Item 2(c). Citizenship:

North Carolina

Item 2(d). Title of Class of Securities:

Common Stock, Par Value \$.01 Per Share

Item 2(e). CUSIP Number:

713409 10 0

Item 3. If This Statement Is Filed Pursuant to Rule 13d-1, or 13d-2(B)
or (C), Check Whether the Person Filing Is a:

(a) / / Broker or dealer registered under Section 15 of the Exchange Act.

(b) / / Bank as defined in Section 3(a)(6) of the Exchange Act.

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- (c) / / Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) / / Investment company registered under Section 8 of the Investment Company Act.
 - (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. / /

Item 4. Ownership

PepsiCo owns 54,917,329 shares of Common Stock, and 88,350 shares of Class B Common Stock of the Issuer. Each share of Class B Common Stock of the Issuer is convertible into one share of Common Stock (i) at PepsiCo's option, or (ii) automatically upon the transfer of such share of Class B Common Stock by PepsiCo to any person other than an affiliate or subsidiary of PepsiCo.

- (a) Amount beneficially owned:

55,005,679

- (b) Percent of class:

35.5% of the total shares of Common Stock
 43.5% of the total voting power, computed based on 250 votes
 per share of Class B Common Stock

(c)	Number of shares as to which such person has:	
(i)	Sole power to vote or to direct the vote:	55,005,679
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	55,005,679
(iv)	Shared power to dispose or to direct the disposition of:	0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on by the Parent Holding
Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 8, 1999

(Date)

PepsiCo, Inc.

LAWRENCE F. DICKIE

By-----
(Signature)

Lawrence F. Dickie
Vice President, Associate
General Counsel and
Assistant Secretary

(Name/Title)

EXHIBIT INDEX

Exhibit

- (24) Power of Attorney which is incorporated herein by reference from PepsiCo's Form 10-K Annual Report for the Fiscal Year Ended December 26, 1998