

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>PEPSICO INC</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>PEPSI BOTTLING GROUP INC</u> [ <u>PBG</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <div>           Director           <input checked="" type="checkbox"/>           10% Owner         </div> <div>           Officer (give title below)           <input type="checkbox"/>           Other (specify below)         </div>
<div>             (Last)             (First)             (Middle)           </div> <u>700 ANDERSON HILL ROAD</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>09/23/2005</u>	
<div>             (Street)             (City)             (State)             (Zip)           </div> <u>PURCHASE</u> <u>NY</u> <u>10577</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person         </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person         </div>

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	09/23/2005		S		36,600 <sup>(1)</sup>	D	<sup>(2)</sup>	99,443,698	D	
Common Stock, par value \$.01 per share	09/26/2005		S		16,200 <sup>(1)</sup>	D	<sup>(3)</sup>	99,427,498	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

1. All sales listed on this Form 4 were made by PepsiCo, Inc., on behalf on its affiliates pursuant to a plan adopted April 15, 2005, which is intended to comply with Rule 10b5-1(c).
2. The shares with respect to this transaction were sold at prices ranging from \$26.87 to \$27.28.
3. The shares with respect to this transaction were sold at prices ranging from \$27.32 to \$27.72.

## Remarks:

/s/ Robert E. Cox

09/27/2005

\*\* Signature of Reporting Person

Date \_\_\_\_\_

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.