

OMB APPROVAL

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| OMB Number: | 3235-0287 |
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Estimated average burden

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| hours per response: | 0.5 |
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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 and 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 <div><input checked="" type="checkbox"/></div> 10% Owner </div> <div> Officer (give title below) <div></div> Other (specify below) </div> |
| <div> (Last) (First) (Middle) </div> <u>700 ANDERSON HILL ROAD</u> | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2005</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 | 12/02/2005 | | S | | 31,000 ⁽¹⁾ | D | ⁽²⁾ | 98,518,598 | D | |
| Common Stock, par value \$.01 per share | 12/05/2005 | | S | | 5,000 ⁽¹⁾ | D | ⁽³⁾ | 98,513,598 | 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 of 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 \$30.00 to \$30.12.
3. The shares with respect to this transaction were sold at prices ranging from \$30.05 to \$30.07.

Remarks:

/s/ Robert E. Cox

12/06/2005

** 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.