## YOUNG LARRY D Form 4/A February 20, 2003

February 20, 2003		
FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
Check this box if no	Washington, D.C. 20549	
longer subject to Section 16. Form 4 or Form 5 obligations may	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	
continue. See Instruction 1(b). (Print or Type Responses)	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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5

			<ol> <li>Relationship of Reporting Person(s) to Issuer</li> <li>(Check all applicable)</li> </ol>				
1. Name and Address of Reporting Person *			_ Director				
Young, Larry D.	2. Issuer Name and Ticker	4. Statement for	<u>X</u> Officer (give title below)				
(Last) (First) (Middle)	or Trading Symbol	Month/Day/Year	10% Owner				
	PepsiAmericas, Inc. PAS 2/21/2002						
4000 Dain Rauscher Plaza, 60 South Sixth Street (current address)			_ Other (specify below)				
(Street)	3. I.R.S. Identification Number of Reporting Person, if an entity	5. If Amendment, Date of	Executive Vice President, Corporate Affairs (current title)				
Minneapolis, Minnesota 55402	(voluntary)	Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)				
(City) (State) (Zip)		5/21/2002	X Form filed by One Reporting Person				
			Form filed by More than One Reporting Person				

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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1 1	I	II I					1	1 1	1 1	
Common Stock(1)	2/21/02		А	V	18,000	А	(1)	55,355	D	
Common Stock(2)	2/21/02		A Code	V V	25,000 Amount	A (A) or (D)	(2) Price		D	

## Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	2.	2.5. Number of Derivative Securities Acquired (A) or Disposed of Transactic(D) Code5. Number of Derivative Securities Acquired (A) or Disposed of Transactic(D) Code7. Title and Amount of Underlying Securities 6. Date Exercisable and Expiration Date (Month/Day/Year)2.																Derivative Securities Beneficially	10. Ownership Form of Derivative	
Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Derivative	Following	Direct (D) or Indirect (I)	11. N of Ine Bene Owne (Instr					
Stock Option (right to buy)	\$12.68	2/21/02		А	v	70,000		(3)	2/21/12	Common Stock	70,000		70,000	D						

Explanation of Responses:

(1) Represents a restricted stock award pursuant to the PepsiAmericas, Inc. 2002 Stock Incentive Plan. The award vests in 3 equal annual installments beginning on the first anniversary of the grant date.

(2) Represents a restricted stock award pursuant to the PepsiAmericas, Inc. 2002 Stock Incentive Plan. The award vests in its entirety on February 21, 2005.

(3) The option vests in 3 equal annual installments beginning on the first anniversary of the grant date.

This amended report is being filed to reflect the reporting person's restricted stock award(s) as non-derivative securities on Table I. The original filing reported such award(s) as derivative securities on Table II.

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/s/ Brian D. Wenger

2/19/2003

Date

\*\* Signature of Reporting Person

Brian D. Wenger, Attorney-In-Fact

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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002