PEPSIAMERICAS INC/IL/

Form 4

February 27, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * STARK ANDREW R | | | 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) | 3. Date of Earliest Transaction | (check an applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 1475 EAST WOODFIELD | | | 02/26/2008 | _X_ Officer (give title Other (specify below) VP and Treasurer | | | |
| ROAD, SUITE 1300 | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| SCHAUMBURG, IL 60173-4980 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | | | | | | | |

| (C | ity) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|----------------------------------|------|---|--|--|-------|---|--|--|---|--|--|
| 1.Title Security (Instr. 3 | у | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 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) | | |
| Comn Stock | | 02/26/2008 | | S | 3,314 | D | \$ 26.4701 | 14,715 | D | | |
| Comn Stock | | 02/26/2008 | | S | 900 | D | \$ 26.47 | 13,815 (1) | D | | |

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

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Title N | | | |
| | | | | | | Exercisable | Date | Title Number of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

STARK ANDREW R

1475 EAST WOODFIELD ROAD **SUITE 1300** SCHAUMBURG, IL 60173-4980

VP and Treasurer

Signatures

/s/ Brian D. Wenger, attorney-in-fact

02/27/2008

**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).
- Represents shares underlying the following restricted stock awards: (a) 7,315 shares under an award granted on February 22, 2007, which (1) vests in its entirety on February 22, 2010, and (b) 6,500 shares under an award granted on February 23, 2006, which vests in its entirety on February 23, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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