STARK ANDREW R Form 4

March 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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January 31,

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Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5
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 Ac STARK ANI	^	orting Person *	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			
			(Month/Day/Year)	Director 10% Owner		
1475 EAST WOODFIELD			02/28/2008	_X_ Officer (give title Other (specify		
ROAD, SUITE 1300				below) below)		
ROAD, SCIIE 1300				VP and Treasurer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
SCHAUMBURG, IL 60173-4980				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Toble I Non Derivative Securities Ac	avired Disposed of ar Reposicially Owner		

	Table	: I - MOII-DO	erivative S	ecuri	ues Ac	quireu, Disposeu	oi, or belieficia	ny Owneu
2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	xecution Date, if Transaction			r	Securities	Form: Direct	Indirect
	any	Code Disposed of (D))	Beneficially	eficially (D) or		
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
02/28/2008		A	8,365	A	\$0	22,180 (2)	D	
	(Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if TransactionAcquired Code Disposed (Month/Day/Year) Code V Amount	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed of (D (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D)	2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4) (Code V Amount (D) Price

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

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 control number.

SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STARK ANDREW R								
1475 EAST WOODFIELD ROAD			VP and					
SUITE 1300			Treasurer					
SCHAUMBURG, IL 60173-4980								

Signatures

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

**Signature of Reporting Person

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).

03/03/2008

Date

Represents a restricted stock award under the PepsiAmericas, Inc. 2000 Stock Incentive Plan, which vests in its entirety on the third anniversary of the date of grant.

Represents shares underlying the following restricted stock awards: (a) 8,365 shares under the award disclosed on Table I above, (b) (2) 7,315 shares under an award granted on February 22, 2007, which award vests in its entirety on February 22, 2010, and (c) 6,500 shares under an award granted on February 23, 2006, which award 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.

Reporting Owners 2