

DURKIN G MICHAEL JR

Form 5/A

February 20, 2003

**FORM 5**

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

o Form 3 Holdings Reported

o Form 4 Transactions Reported

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response. . . 1.0

1. Name and Address of Reporting Person  Durkin, Jr., G. Michael  (Last) (First) (Middle)  4000 Dain Rauscher Plaza, 60 South Sixth Street (current address)  (Street)  Minneapolis, Minnesota 55402  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol  PepsiAmericas, Inc. PAS	4. Statement for Month/Year  December 2001	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
			<u>Senior Vice President and Chief Financial Officer</u>	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting (check applicable line)	
		5/21/2002	<input checked="" type="checkbox"/> Form Filed by One Reporting Person	
<input type="checkbox"/> Form Filed by More than One Reporting Person				

**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 at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
	2/16/01		A	5,441	A	(1)	5,441	D	

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Common Stock(1)									

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

**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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$16.4750	2/16/01		A	22,485		(2)	2/16/11	Common Stock	22,485		22,485	D	

Explanation of Responses:

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

(2) The option vests in three 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 as non-derivative securities on Table I. The original filing reported such award as derivative securities on Table II.

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/s/ Brian D. Wenger

February 19, 2003

\*\* Signature of Reporting Person  
Brian D. Wenger, Attorney-in-Fact

Date

\*\* 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 provided is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>

*Last update: 09/03/2002*