

PEPSIAMERICAS INC/IL/  
Form 4  
June 08, 2005

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DURKIN G MICHAEL JR**

(Last) (First) (Middle)

3501 ALGONQUIN ROAD

(Street)

ROLLING MEADOWS, IL 60008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PEPSIAMERICAS INC/IL/ [PAS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/07/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP, U.S. Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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	06/07/2005		M		68,000	A	\$ 17.7188
Common Stock	06/07/2005		S		34,700	D	\$ 24.8
Common Stock	06/07/2005		S		3,800	D	\$ 24.81
Common Stock	06/07/2005		S		16,600	D	\$ 24.82
Common Stock	06/07/2005		S		200	D	\$ 24.84

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Common Stock	06/07/2005	S	700	D	\$ 24.86	153,131	D
Common Stock	06/07/2005	S	100	D	\$ 24.85	153,031	D
Common Stock	06/07/2005	S	9,400	D	\$ 24.9	143,631	D
Common Stock	06/07/2005	S	2,500	D	\$ 24.89	141,131 <sup>(1)</sup>	D

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

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(9-02)

**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.7188	06/07/2005		M	68,000	<sup>(2)</sup> 05/20/2009	Common Stock	17,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DURKIN G MICHAEL JR 3501 ALGONQUIN ROAD ROLLING MEADOWS, IL 60008			Exec. VP, U.S. Operations	

## Signatures

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

06/08/2005

\_\_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).

- Includes shares underlying the following restricted stock awards: (a) 56,500 shares under an award granted on February 24, 2005, which vests in its entirety on February 24, 2008, (b) 26,500 shares under an award granted on February 16, 2004, which vests in its entirety on February 16, 2007, and (c) 25,200 shares under an award granted on February 26, 2003, which vests in its entirety on February 26, 2006.
- (1) vests in its entirety on February 24, 2008, (b) 26,500 shares under an award granted on February 16, 2004, which vests in its entirety on February 16, 2007, and (c) 25,200 shares under an award granted on February 26, 2003, which vests in its entirety on February 26, 2006.
- (2) The option vests in three equal annual installments commencing on May 20, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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