

KEISER KENNETH E

Form 5

February 16, 2010

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
KEISER KENNETH E

(Last)

(First)

(Middle)

60 SOUTH SIXTH STREET, SUITE
4000

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PEPSIAMERICAS INC/IL/ [PAS]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/02/20105. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President/COO

MINNEAPOLIS, MN 55402

(City)

(State)

(Zip)

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

6. Individual or Joint/Group Reporting

(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 at 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)
Common Stock	02/20/2009	Â	P4	350	A \$ 17.3	346,524 ⁽¹⁾	D Â
Common Stock	03/04/2009	Â	G	350	D \$ 0	414,208 ⁽²⁾	D Â
Common Stock	12/21/2009	Â	G	350	D \$ 0	368,588 ⁽³⁾	D Â

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**SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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. Other Information (Instr. 6)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEISER KENNETH E 60 SOUTH SIXTH STREET, SUITE 4000 MINNEAPOLIS, MN 55402	Â	Â	Â President/COO	Â

Signatures

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

02/16/2010

__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).

(1) Includes shares underlying the following restricted stock awards: (a) 60,646 shares under an award granted on February 28, 2008, which vests in its entirety on February 28, 2011, (b) 60,000 shares under an award granted on February 22, 2007, which vests in its entirety on February 22, 2010, and (c) 69,000 shares under an award granted on February 23, 2006, which vests in its entirety on February 23, 2009. Also includes 113,000 shares under a performance-based restricted stock award granted on February 22, 2007.

(2) Reflects the number of shares held by the reporting person following his previously reported tax withholding of 24,236 shares on February 23, 2009 and his previously reported acquisition of a restricted stock award for 92,270 shares on February 26, 2009. Includes shares underlying the following restricted stock awards: (a) 92,270 shares under an award granted on February 26, 2009, which vests in its entirety on February 26, 2012, (b) 60,646 shares under an award granted on February 28, 2008, which vests in its entirety on February 28, 2011, and (c) 60,000 shares under an award granted on February 22, 2007, which vests in its entirety on February 22, 2010. Also includes 113,000 shares under a performance-based restricted stock award granted on February 22, 2007.

(3)

Edgar Filing: KEISER KENNETH E - Form 5

Reflects the number of shares held by the reporting person following his previously reported tax withholding of 45,270 shares on January 4, 2010. Includes shares underlying the following restricted stock awards: (a) 92,270 shares under an award granted on February 26, 2009, which vests in its entirety on February 26, 2012, (b) 60,646 shares under an award granted on February 28, 2008, which vests in its entirety on February 28, 2011, and (c) 60,000 shares under an award granted on February 22, 2007, which vests in its entirety on February 22, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.