

PEPSIAMERICAS INC/IL/
Form 4
June 02, 2006

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 *
WARE ALEXANDER H

(Last) (First) (Middle)

4000 DAIN RAUSCHER
PLAZA, 60 SOUTH SIXTH
STREET

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2006

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)
Executive VP and CFO

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	05/31/2006		M		16,013	A	\$ 14.42
Common Stock	05/31/2006		S		3,700	D	\$ 22.28
common Stock	05/31/2006		S		1,613	D	\$ 22.27
Common Stock	05/31/2006		S		1,900	D	\$ 22.26
Common Stock	05/31/2006		S		4,300	D	\$ 22.25

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Common Stock	05/31/2006	S	2,500	D	\$ 22.24	90,220 ⁽¹⁾	D
Common Stock	05/31/2006	S	1,500	D	\$ 22.23	88,720 ⁽¹⁾	D
Common Stock	05/31/2006	S	500	D	\$ 22.22	88,220 ⁽¹⁾	D
Common Stock	05/31/2006	M	10,800	A	\$ 14.42	99,020 ⁽¹⁾	D
Common Stock	05/31/2006	S	1,000	D	\$ 22.28	98,020 ⁽¹⁾	D
Common Stock	05/31/2006	S	1,700	D	\$ 22.27	96,320 ⁽¹⁾	D
Common Stock	05/31/2006	S	500	D	\$ 22.26	95,820 ⁽¹⁾	D
Common Stock	05/31/2006	S	2,000	D	\$ 22.25	93,820 ⁽¹⁾	D
Common Stock	05/31/2006	S	1,600	D	\$ 22.24	92,220 ⁽¹⁾	D
Common Stock	05/31/2006	S	1,600	D	\$ 22.23	90,620 ⁽¹⁾	D
Common Stock	05/31/2006	S	800	D	\$ 22.22	89,820 ⁽¹⁾	D
Common Stock	05/31/2006	S	700	D	\$ 22.21	89,120 ⁽¹⁾	D
Common Stock	05/31/2006	S	900	D	\$ 22.2	88,220 ⁽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 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. Title
				Code V	(A) (D)			

						Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (right to buy)	\$ 14.42	05/31/2006		M	16,013	<u>(2)</u>	09/09/2012	Common Stock	16,013
Stock Option (right to buy)	\$ 14.42	05/31/2006		M	10,800	<u>(3)</u>	02/21/2012	Common Stock	10,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARE ALEXANDER H 4000 DAIN RAUSCHER PLAZA 60 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402			Executive VP and CFO	

Signatures

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

06/02/2006

__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) 8,500 shares under an award granted on February 16, 2004, which vests in its entirety on February 16, 2007, (b) 22,600 shares under an award granted on February 24, 2005, which vests in its entirety on February 24, 2008, and (c) 46,200 shares under an award granted on February 23, 2006, which award vests in its entirety on February 23, 2009.
- (2) This option vested in three equal annual installments, commencing on September 9, 2003.
- (3) The option vested in three equal annual installments, commencing on February 21, 2003.

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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