PEPSIAMERICAS INC/IL/

Form 4

February 20, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2 Jasuar Nama and Tiakar or Tradina

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rogers Jam	nes R	Symbol	MERICAS IN		C	Issuer (Chec	ek all applicable			
(Last) 1475 EAST ROAD, SU	T WOODFIELD	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2007				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Exec. Vice President, Int'l			
SCHAUMI	(Street) BURG, IL 60173-4	Filed(Mon	ndment, Date Orig th/Day/Year)	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	•	rson		
(City)	(State)	(Zip) Table	e I - Non-Derivati	ve Secu	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) of	Dispose 3, 4 and (A) or	Price	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)		
Common	02/16/2007		$F_{(1)}$ 2,62	D	\$	48,628 (2)	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

21.96

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 Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable Date	-	Title Number of	Number		
								Duic		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rogers James R 1475 EAST WOODFIELD ROAD SUITE 1300 SCHAUMBURG, IL 60173-4980

Exec. Vice President, Int'l

Signatures

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

02/20/2007

**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) Represents the withholding by PepsiAmericas, Inc. of restricted stock to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock. This is authorized in the applicable restricted stock award agreement.
- Includes shares underlying the following restricted stock awards: (a) 24,255 shares under an award granted on February 24, 2005, which vests in its entirety on February 24, 2008, and (b) 18,500 shares under an award granted on February 23, 2006, which 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.

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