

COCA COLA ENTERPRISES INC
 Form 4
 October 04, 2010

FORM 4

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

OMB APPROVAL

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

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 *
 PARKER JOHN R JR

2. Issuer Name and Ticker or Trading Symbol
 COCA COLA ENTERPRISES INC [CCE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 SUITE 700, 2500 WINDY RIDGE PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. V.P., General Counsel

ATLANTA, GA 30339

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	10/02/2010		D ⁽¹⁾	133,525 D \$ 0 0		D	
Common Stock	10/02/2010		D ⁽¹⁾	94,988 D \$ 0 0		I	By Spouse

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002 Stock Option Grant (right to buy)	\$ 16.11	10/02/2010		D ⁽²⁾	52,600	02/01/2003 02/01/2012	Common Stock	52,600	
2003 Stock Option Award to Senior Executives	\$ 20.795	10/02/2010		D ⁽²⁾	50,000	03/02/2004 02/17/2013	Common Stock	50,000	
2004 Stock Option Grant (right to buy)	\$ 23.61	10/02/2010		D ⁽²⁾	50,000	02/26/2005 ⁽²⁾ 02/26/2014	Common Stock	50,000	
2005 Stock Option Award (right to buy)	\$ 22.3	10/02/2010		D ⁽²⁾	40,000	09/01/2008 09/01/2015	Common Stock	40,000	
2006 Restricted Share Unit	⁽³⁾	10/02/2010		D	12,250	08/03/2010 08/03/2010	Common Stock	12,250	
2007 Restricted Stock Unit Award	⁽³⁾	10/02/2010		D ⁽⁴⁾	6,932	05/01/2012 05/01/2012	Common Stock	6,932	
2007 Stock Option Award (right to buy)	\$ 25.81	10/02/2010		D ⁽²⁾	26,300	10/31/2008 10/31/2017	Common Stock	26,300	
2008 Stock Option	\$ 9.82	10/02/2010		D ⁽²⁾	93,267	⁽⁵⁾ 10/30/2018	Common Stock	93,267	

Award

2009 Stock

Option Award	\$ 19.11	10/02/2010	D ⁽²⁾	76,000	<u>(6)</u>	11/04/2012	Common Stock	76,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER JOHN R JR SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339			Sr. V.P., General Counsel	

Signatures

By: William T. Plybon,
Attorney-in-Fact

10/04/2010

__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).

Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among Issuer, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC, (the "Merger Agreement"), all shares of the Issuer's common stock owned by Reporting

(1) Person were cancelled in exchange for an equal number shares of common stock of International CCE Inc., which will be renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange will occur on October 2, 2010 at 12:01 a.m. (the "Effective Time").

(2) Pursuant to the Merger Agreement, each outstanding option to purchase a share of Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase ICCE common stock

(3) 1 for 1

Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred

(4) compensation plans was cancelled as of the Effective Time and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

(5) Options vested 33% per year from October 30, 2008.

(6) Options vest 33% per year from November 4, 2009.

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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