

COCA-COLA ENTERPRISES, INC.

Form 4

January 02, 2014

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 *
Douglas William W III

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)
2500 WINDY RIDGE
PARKWAY, 14TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Supply Chain

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)			
Common Stock	12/31/2013		A		179	A	(1) 30,768	D	
Common Stock	12/31/2013		F		179	D	(2) 30,589	D	
Common Stock	01/02/2014		M		80,854	A	(3) 111,443	D	
Common Stock	01/02/2014		S		80,854	D	(4) 30,589	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)	Amount or Number of Shares
2008 Stock Option Awards	\$ 6.74	01/02/2014		M	80,854	10/30/2009 10/30/2018	Common Stock	80,854

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Douglas William W III 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339			Exec. VP, Supply Chain	

Signatures

Suzanne N. Forlidas,
attorney-in-fact

01/02/2014

**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) Shares under the 2011 performance share unit award were acquired prior to otherwise scheduled payment date solely to satisfy tax withholding obligations.
- (2) Withholding of shares of common stock to satisfy the tax withholding obligations in connection with this award no longer being subject to a substantial risk of forfeiture.
- (3) These options were exercised and shares were sold pursuant to a 10b5-1 trading plan.
- (4) These shares were sold at various prices ranging from \$43.47 to \$43.99.

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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