

COCA-COLA ENTERPRISES, INC.
 Form 4
 October 05, 2010

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 *
 DARDEN CALVIN

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)

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

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

2500 WINDY RIDGE PARKWAY, 14TH FLOOR

(Street)

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

ATLANTA, GA 30339

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|--|---|-------------------------|---------------------|--|--------|------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2004 Director Stock Options | \$ 16.19 | 10/02/2010 | A ⁽¹⁾ | | 10,940 | | | 02/26/2005 | 02/26/2014 | Common Stock | 10,940 |
| 2005 Director Stock Options | \$ 15.3 | 10/02/2010 | A ⁽¹⁾ | | 12,399 | | | 09/01/2006 | 09/01/2015 | Common Stock | 12,399 |
| 2006 Director Restricted Stock Unit Awards | (2) | 10/02/2010 | A ⁽³⁾ | | 5,208 | | | (4) | (4) | Common Stock | 5,208 |
| 2007 Director Restricted Stock Unit Awards | (2) | 10/02/2010 | A ⁽³⁾ | | 4,377 | | | (4) | (4) | Common Stock | 4,377 |
| 2008 Director Restricted Stock Unit Awards | (2) | 10/02/2010 | A ⁽³⁾ | | 11,160 | | | (4) | (4) | Common Stock | 11,160 |
| 2009 Director Restricted Stock Unit Awards | (2) | 10/02/2010 | A ⁽³⁾ | | 5,762 | | | (4) | (4) | Common Stock | 5,762 |
| Phantom Stock | (2) | 10/02/2010 | A ⁽³⁾⁽⁵⁾ | | 18,392 | | | (5) | (5) | Common Stock | 18,392 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DARDEN CALVIN 2500 WINDY RIDGE PARKWAY | X | | | |

14TH FLOOR
ATLANTA, GA 30339

Signatures

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

10/05/2010

**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) 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") each outstanding option to purchase a share of Coca-Cola Enterprises, Inc.'s common stock was cancelled at the Effective Time (10/2/2010) and converted to an option to purchase International CCE Inc., which was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock.

(2) One for one.

(3) Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred compensation plans was cancelled as of the Effective Time (10/02/2010) and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

(4) Underlying shares will be distributed upon the filer's termination of service.

(5) Phantom stock acquired pursuant to a deferred compensation agreement between reporting person and Company. Payment of the number of shares or the value thereof credited to the account occurs pursuant to the filer's distribution elections under the deferred compensation agreement.

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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