

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 *
HUMANN L PHILLIP

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)
10/02/2010

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/02/2010		A ⁽¹⁾	8,307 A <u>1</u>	8,307	D	

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)

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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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
2001 Director Stock Options	<u>(2)</u>	10/02/2010		A ⁽³⁾⁽⁴⁾		11,085		01/02/2002	01/02/2011	Common Stock	11,085
2002 Director Stock Options	\$ 11.05	10/02/2010		A ⁽³⁾⁽⁴⁾		10,940		02/01/2003	02/01/2012	Common Stock	10,940
2003 Director Stock Options	\$ 15.05	10/02/2010		A ⁽⁴⁾		10,940		02/03/2004	02/03/2013	Common Stock	10,940
2004 Director Stock Options	\$ 16.19	10/02/2010		A ⁽⁴⁾		10,940		02/26/2005	02/26/2014	Common Stock	10,940
2005 Director Stock Options	\$ 15.3	10/02/2010		A ⁽⁴⁾		12,399		09/01/2006	09/01/2015	Common Stock	12,399
2006 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		5,208		<u>(6)</u>	<u>(6)</u>	Common Stock	5,208
2007 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		4,377		<u>(6)</u>	<u>(6)</u>	Common Stock	4,377
2008 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		11,160		<u>(6)</u>	<u>(6)</u>	Common Stock	11,160
	<u>(5)</u>	10/02/2010		A ⁽³⁾		5,762		<u>(6)</u>	<u>(6)</u>		5,762

2009
 Director
 Restricted
 Stock Unit
 Awards

Common
 Stock

Phantom Stock (5) 10/02/2010 A(3)(7) 95,233 (7) (7) Common Stock 95,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUMANN L PHILLIP 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	X			

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).
- 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 was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange occurred on October 2, 2010 at 12:01 a.m. (the "Effective Time").
 - (2) Options vested in increments of 2, 217, for 5 years at the following prices: \$12.79, \$14.07, \$15.48, \$17.03, \$18.73.
 - (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) Pursuant to 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 ICCE common stock.
 - (5) One for one.
 - (6) Underlying shares will be distributed upon the filer's termination of service.
 - (7) 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. 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.