

PATTERSON SUZANNE D
Form 4
October 07, 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 *
PATTERSON SUZANNE D

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)
10/07/2010

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Controller & CAO

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 10/07/2010 | | M ⁽¹⁾ | 17,285 | A | \$ 14.94 | 32,249 | D |
| Common Stock | 10/07/2010 | | S ⁽¹⁾ | 17,285 | D | \$ 22.55 | 14,964 | D |
| Common Stock | 10/07/2010 | | M ⁽¹⁾ | 14,587 | A | \$ 17.7 | 29,551 | D |
| Common Stock | 10/07/2010 | | S ⁽¹⁾ | 14,587 | D | \$ 22.55 | 14,964 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2006 Stock Option Awards | \$ 14.94 | 10/07/2010 | | M ⁽¹⁾ | 17,285 | 08/03/2007 08/03/2016 | Common Stock | 17,285 |
| 2007 Stock Option Awards | \$ 17.7 | 10/07/2010 | | M ⁽¹⁾ | 14,587 | 10/31/2008 10/31/2017 | Common Stock | 14,587 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PATTERSON SUZANNE D 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339 | | | VP, Controller & CAO | |

Signatures

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

10/07/2010

__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) Transaction pursuant to 10b5-1 plan entered into on May 27, 2010.

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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