

COCA COLA ENTERPRISES INC
 Form 4
 March 11, 2002

<p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p>Johnston III, Summerfield K.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>Suite 700 2500 Windy Ridge Parkway</p> <hr/> <p>(Street)</p> <p>Atlanta, GA 30339</p> <hr/> <p>(City) (State) (Zip)</p> <p>U.S.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Coca-Cola Enterprises Inc. CCE</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p>February 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director _____</p> <p>10% Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description Executive Vice President, Strategic Planning</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common Stock	02/15/2002	F 	37,297 D \$16.815		D	
Common Stock	02/15/2002	F 	15,165 D \$16.815		D	
Common Stock	02/15/2002	F 	21,038 D \$16.815		D	
Common Stock	02/15/2002	M			D	

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			37,297	A						
			\$4.625							
Common Stock	02/15/2002	M	15,165	A					D	
			\$5.000							
Common Stock	02/15/2002	M	21,038	A			2,092,128		D	
			\$5.895							
Common Stock							35,951		I	By 401(k) and Supplement MESIP
Common Stock							1,329		I	By Custodian For Child

(over)
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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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
2002 Stock Option Grant (right to buy)	\$16.110	02/01/2002	A	(A) 70,800	(1) 02/01/2012	Common Stock - 70,800		70,800	D	
1991 SOP (Restated 2/92) (right to buy)	\$4.625	02/15/2002	M	(D) 135,600	02/18/1993 02/19/2002	Common Stock - 135,600	\$4.625	0	D	
1991 SOP (Restated 2/92) 1993 Grant	\$5.000	02/15/2002	M	(D) 51,000	02/10/1994 02/11/2003	Common Stock - 51,000	\$5.000	0	D	
1994 Stock Option Plan (Performance) - 12	\$5.896	02/15/2002	M	(D) 60,000	02/07/1995 02/07/2004	Common Stock - 60,000		0	D	
Deferred Phantom Share Unit	1 for 1	02/15/2002	M	(A) 173,100	(2) (2)	Common Stock - 173,100		173,100	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____
constitute Federal Criminal Violations. 03-08-2002

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

**John R. Parker, Jr., Attorney-in-Fact for
Summerfield K. Johnston III**

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.

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FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

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**Summerfield K. Johnston III
Suite 700
2500 Windy Ridge Parkway
Atlanta, GA 30339**

Explanation of responses:

- (1) The options vest one-third per year after one, two and three years, measured from February 1, 2002.
- (2) The reporting person elected to defer receipt of 173,100 shares of common stock issuable upon exercise of his options, resulting in the accrual to his account of 173,100 shares of phantom stock. Prior to the exercise date, Participants may elect distribution of shares to commence after termination of employment or upon reaching a certain age.

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