

CLENDENIN JOHN L  
 Form 4  
 October 29, 2002  
 SEC Form 4

<p><b>FORM 4</b></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><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
---	---	---

<p>1. Name and Address of Reporting Person*</p> <p><b>Carton, Margaret F.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>Suite 700</b></p> <p><b>2500 Windy Ridge Parkway</b></p> <hr/> <p>(Street)</p> <p><b>Atlanta, GA 30339</b></p> <hr/> <p>(City) (State) (Zip)</p> <p>U.S.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Coca-Cola Enterprises Inc.</b> <b>CCE</b></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><b>October 28, 2002</b></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 _____ 10%</p> <p>Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Vice President, Information Technology</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p>_____ Joint/Group Filing</p>
---	---	---	---

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 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	10/28/2002	10/28/2002	M (1)	15,000   A   \$5.0000		D	
Common Stock	10/28/2002	10/28/2002	S (1)	15,000   D   \$24.0000	11,342	D	
Common Stock					26,769	I	By 401(k) and Supplement MESIP

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Carton, Margaret F. - October 28, 2002**

**Form 4 (continued)**

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)
1991 SOP (Restated 2/92) 1993 Grant	\$5.0000	10/28/2002	M (1)	(D) 15,000	02/10/1994   02/11/2003	Common Stock - 15,000		0	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. **By: E. Liston Bishop III, Attorney-in-Fact for Margaret F. Carton**

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

10-29-2002

\*\* Signature of Reporting Person

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

Date

**Power of Attorney**

See Instruction 6 for procedure.

Page 2

SEC 1474 (3-99)

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.

**Carton, Margaret F. - October 28, 2002**

**Form 4 (continued)**

<p><b>FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE</b></p> <p>Form 4 - October 28, 2002</p> <p><b>Margaret F. Carton Suite 700 2500 Windy Ridge Parkway Atlanta, GA 30339</b></p> <p><b>Explanation of responses:</b></p>
---

(1) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan entered into by Filer on July 30, 2002.

Page 3