

COCA COLA ENTERPRISES INC  
 Form 4  
 February 04, 2003  
 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>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  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(h) 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>Palmer, Vicki R.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>Suite 700</b>  <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><b>U.S.</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Coca-Cola Enterprises Inc. CCE</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner  <input checked="" type="checkbox"/> Officer _____ Other  <b>Senior Vice President, Treasurer &amp; Special Assistant to Chief Executive Officer</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>February 03, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</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 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)
			Code   V	Amount   A/D   Price			
Common Stock	02/03/2003		M	30000   A   \$5.8959		D	
Common Stock	02/03/2003		F	23500   D   \$21.9557		D	
Common Stock	02/03/2003		M	14400   A   \$5.9584		D	
Common Stock	02/03/2003		S	20518   D   \$21.9557	119796	D	
Common Stock	02/03/2003		S	10000   D   \$21.9557	0	I	By Spouse
Common Stock					120	I	By Custodian For Child
Common Stock					37069	I	By 401(k) and Supplement MESIP

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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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(over)  
 SEC 1474 (9-02)

**Palmer, Vicki R. - February 03, 2003**

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code and Voluntary Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (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 Following Reported Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Ownership (Instr. 4)
1994 Stock Option Plan (Performance) - 12	\$5.8959	02/03/2003		M	(D) 30,000	02/07/1995   02/07/2004	Common Stock - 30,000		0	D	
1995 Stock Option Plan	\$5.9584	02/03/2003		M	(D) 14,400	01/03/1996   01/03/2005	Common Stock - 14,400		0	D	
2003 Stock Option Award	\$21.9450	02/03/2003		A	(A) 50,000	02/03/2004 (1)   02/03/2013	Common Stock - 50,000	\$21.9450	50,000	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: E. Liston Bishop III,**  
**Attorney-in-Fact for Vicki R. Palmer**  
02-04-2003

\*\* 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.

**Power of Attorney**

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**Form 4 (continued)**

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**FOOTNOTE Descriptions for Coca-Cola Enterprises Inc.  
CCE**

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**Vicki R. Palmer**  
Suite 700  
2500 Windy Ridge Parkway  
Atlanta, GA 30339

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**Explanation of responses:**

(1) One-third per year after one, two and three years, measured from grant date.

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