

COCA-COLA ENTERPRISES, INC.

Form 4

December 02, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
AGUIRRE FERNANDO

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2010

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

**2500 WINDY RIDGE
PARKWAY, 14TH FLOOR**

(Street)

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

ATLANTA, GA 30339

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2010		J		5,208	A	\$ 0 (1)
Common Stock	11/30/2010		J		4,377	A	\$ 0 (1)
Common Stock	11/30/2010		J		11,160	A	\$ 0 (1)
Common Stock	11/30/2010		J		5,762	A	\$ 0 (1)
Common Stock	11/30/2010		J		4,876	A	\$ 0 (1)

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Common Stock 11/30/2010 J 21,527 A \$ 0₍₁₎ 105,820 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)

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)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
2006 Director Restricted Stock Unit Awards	(1)	11/30/2010		J	5,208	(1)	(1)	Common Stock	0
2007 Director Restricted Stock Unit Awards	(1)	11/30/2010		J	4,377	(1)	(1)	Common Stock	0
2008 Director Restricted Stock Unit Awards	(1)	11/30/2010		J	11,160	(1)	(1)	Common Stock	0
2009 Director Restricted Stock Unit Awards	(1)	11/30/2010		J	5,762	(1)	(1)	Common Stock	0
2010 DSU Award	(1)	11/30/2010		J	4,876	(1)	(1)	Common Stock	0
Phantom Stock	(1)	11/30/2010		J	21,527	(1)	(1)	Common Stock	0

Reporting Owners

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

Signatures

Suzanne N. Forlidas,
attorney-in-fact

12/02/2010

**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) Phantom stock underlying these awards shown in Table II are being paid in shares of common stock upon the departure from the board of directors and in accordance with terms of these arrangements; acquisition of these shares are reflected in Table I above.

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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