

COCA-COLA ENTERPRISES, INC.

Form 4

March 21, 2013

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 *
PARKER JOHN R JR

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)
03/20/2013

____ Director
 Officer (give title below) Sr. VP, General Counsel
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/20/2013		M		72,935 (1) \$ 16.19	A	111,308 D
Common Stock	03/20/2013		M		58,348 (1) \$ 15.3	A	169,656 D
Common Stock	03/20/2013		M		24,798 (1) \$ 14.94	A	194,454 D
Common Stock	03/20/2013		M		38,364 (1) \$ 17.7	A	232,818 D
Common Stock	03/20/2013		S		194,445 (2) \$ 37	D	38,373 D

Common Stock 1,566 I By Spouse

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2004 Stock Option Awards	\$ 16.19	03/20/2013		M	72,935 (1)	02/26/2005 02/26/2014	Common Stock 72,935
2005 Stock Option Awards	\$ 15.3	03/20/2013		M	58,348 (1)	09/01/2006 09/01/2015	Common Stock 58,348
2006 Stock Option Awards	\$ 14.94	03/20/2013		M	24,798 (1)	08/03/2007 08/03/2016	Common Stock 24,798
2007 Stock Option Awards	\$ 17.7	03/20/2013		M	38,364 (1)	10/31/2008 10/31/2017	Common Stock 38,364

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARKER JOHN R JR
2500 WINDY RIDGE PARKWAY
14TH FLOOR

Sr. VP, General Counsel

ATLANTA, GA 30339

Signatures

Suzanne N. Forlidas,
attorney-in-fact

03/21/2013

**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) These options were exercised pursuant to a 10b5-1 trading plan.
 - (2) These shares were sold pursuant to a 10b5-1 trading plan.

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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