COCA-COLA ENTERPRISES, INC.

Form 4

January 02, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DARDEN CALVIN

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

COCA-COLA ENTERPRISES, INC.

[CCE]

(Month/Day/Year)

12/31/2013

(Last) (First) (Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title

(Check all applicable)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

2500 WINDY RIDGE PARKWAY, 14TH FLOOR

(Street)

4. If Amendment, Date Original

Code

(Instr. 8)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30339

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported

(A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Disposed of (D)

(Instr. 3, 4 and 5)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Derivat

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Acc (A) Disj	urities uired or posed D) tr. 3, 4	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5
				Code V	V (A	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Quarterly DSU Award	(1)	01/01/2014		A	67	9	<u>(1)</u>	<u>(1)</u>	Common Stock	679	<u>(1)</u>
Phantom Stock	<u>(2)</u>	12/31/2013		A	48	5	<u>(2)</u>	(2)	Common Stock	485	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DARDEN CALVIN
2500 WINDY RIDGE PARKWAY
14TH FLOOR
ATLANTA, GA 30339

Signatures

Suzanne N. Forlidas, attorney-in-fact 01/02/2014

**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 units credited to the reporting person's Quarterly DSU Award account under the Deferred Compensation Plan for Nonemployee Directors. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.
- Phantom stock units acquired pursuant to a deferred compensation agreement between reporting person and Company, increases to the Director's phantom stock credits under the Deferred Compensation Plan for nonemployee Directors due to deemed reinvestments of hypothetical dividends and/or the aggregation of fractional share units not previously reported. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.

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