

COCA-COLA ENTERPRISES, INC.

Form 4

August 31, 2015

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 *
Brock John

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)
11/05/2014

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/05/2014 | | G | V 50 ⁽¹⁾ D <u>(1)</u> 1,147,109 | D | | |
| Common Stock | 03/10/2015 | | G | V 43,490 ⁽²⁾ D <u>(2)</u> 0 | I | | by GRAT |
| Common Stock | 03/10/2015 | | G | V 43,490 ⁽²⁾ A <u>(2)</u> 43,490 | I | | Brock Descendants Trust |
| Common Stock | 05/04/2015 | | G | V 3,663 ⁽¹⁾ D <u>(1)</u> 1,295,654 | D | | |
| | 05/18/2015 | | G | V ⁽¹⁾ D <u>(1)</u> 1,279,495 | D | | |

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| | | | | | | | | | | | |
|--------------|------------|--|---|---|--|------------|---|------------|-----------|---|-----------------------------------|
| Common Stock | | | | | | 16,159 | | | | | |
| | | | | | | <u>(1)</u> | | | | | |
| Common Stock | 08/04/2015 | | G | V | | 2,058 | D | <u>(1)</u> | 1,277,437 | D | |
| | | | | | | <u>(1)</u> | | | | | |
| Common Stock | 08/04/2015 | | G | V | | 522 | D | <u>(1)</u> | 1,276,915 | D | |
| | | | | | | <u>(1)</u> | | | | | |
| Common Stock | | | | | | | | | 50,600 | I | Brock Trust, by spouse as trustee |

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

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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brock John 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339 | X | | Chairman and CEO | |

Signatures

Suzanne N. Forlidas,
attorney-in-fact

08/31/2015

__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) Gift to charitable organization of shares owned by reporting person, pursuant to a 10b5-1 trading plan.

On December 10, 2012, the reporting person contributed 158,000 shares of CCE common stock to a grantor retained annuity trust or

(2) "GRAT" for the benefit of himself and his adult children. On March 10, 2015, 43,490 of the shares were transferred to a trust for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust. The remaining 114,510 were distributed to the reporting person and are reported in this Form 4 as directly owned.

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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