

COCA COLA ENTERPRISES INC  
Form S-8  
August 20, 2004

Registration No. 333-\_\_\_\_\_

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

***COCA-COLA ENTERPRISES INC.***

(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**58-0503352**  
(IRS Employer Identification No.)

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**

(Address of principal executive offices, including Zip Code)

**COCA-COLA ENTERPRISES INC.**  
**DEFERRED COMPENSATION PLAN**  
**FOR NONEMPLOYEE DIRECTORS**

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(As Amended and Restated Effective February 17, 2004)

(Full title of the Plan)

**John J. Culhane, Esq.**

**Senior Vice President and General Counsel**

**Coca-Cola Enterprises Inc.**

**2500 Windy Ridge Parkway**

**Atlanta, GA 30339**

(Name and address of agent for service)

**(770) 989-3000**

Telephone number, including area code, of agent for service

**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be Registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Coca-Cola Enterprises, Inc. Common Stock, \$1.00 par value	400,000 shares	\$20.30 (1)	\$8,120,000 (1)	\$1,028.80 (1)

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(1) Determined in accordance with Rule 457(c) under the Securities Act of 1933, based on the average of the high and low prices reported on the New York Stock Exchange on August 16, 2004.

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Except for portions revised and included below, the contents of the Registration Statement on Form S-8 (Registration No. 333-47353) are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.**

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

(a) the Registrant's Annual Report on Form 10-K filed pursuant to Section 13 of the Securities Exchange Act of 1934 for its fiscal year ended December 31, 2003;

(b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2003;

(c) the description of the Registrant's common stock to be offered hereby which is contained in the registration statement filed under Section 12 of the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated hereby by reference and to be a part hereof from the date of filing of such documents.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 16th day of August, 2004.

COCA-COLA ENTERPRISES INC.

(Registrant)

JOHN R. ALM\*

John R. Alm

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this report has been signed by the following persons in the capacities and on the dates indicated.

JOHN R. ALM* _____ (John R. Alm)	President, Chief Executive Officer and a Director (principal executive officer)	August 16, 2004
SHAUN B. HIGGINS* _____ (Shaun B. Higgins)	Senior Vice President and Chief Financial Officer (principal financial officer)	August 16, 2004
WILLIAM W. DOUGLAS, III* _____ (William W. Douglas, III)	Vice President, Controller and Principal Accounting Officer (principal accounting officer)	August 16, 2004
LOWRY F. KLINE* _____ (Lowry F. Kline)	Director	August 16, 2004
JOHN L. CLENDENIN* _____ (John L. Clendenin)	Director	August 16, 2004
JAMES E. COPELAND, JR.* _____ (James E. Copeland, Jr.)	Director	August 16, 2004
CALVIN DARDEN* _____ (Calvin Darden)	Director	August 16, 2004

J. TREVOR EYTON*	Director	August 16, 2004
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(J. Trevor Eyton)		
GARY P. FAYARD*	Director	August 16, 2004
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(Gary P. Fayard)		
MARVIN J. HERB*	Director	August 16, 2004
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(Marvin J. Herb)		
STEVEN J. HEYER*	Director	August 16, 2004
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(Steven J. Heyer)		
L. PHILLIP HUMANN*	Director	August 16, 2004
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(L. Phillip Humann)		
JOHN E. JACOB*	Director	August 16, 2004
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(John E. Jacob)		
SUMMERFIELD K. JOHNSTON, JR. *	Director	August 16, 2004
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(Summerfield K. Johnston, Jr.)		
JEAN-CLAUDE KILLY*	Director	August 16, 2004
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(Jean-Claude Killy)		
PAULA G. ROSPUT*	Director	August 16, 2004
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(Paula G. Rosput)		

\*By: /S/ JOHN J. CULHANE  
John J. Culhane

Attorney-in-Fact

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5	Opinion of John J. Culhane re: legality of Securities
23.1	Consent of John J. Culhane (included as part of Exhibit 5)
23.2	Consent of Ernst & Young LLP.
24.1	Powers of Attorney.
24.2	Resolution of the Board of Directors.