

COCA-COLA ENTERPRISES, INC.
 Form 4
 October 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
HUMANN L PHILLIP

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)
10/02/2010

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

ATLANTA, GA 30339

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/02/2010		A ⁽¹⁾	8,307 A <u>1</u>	8,307	D	

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.

SEC 1474 (9-02)

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

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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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
2001 Director Stock Options	<u>(2)</u>	10/02/2010		A ⁽³⁾⁽⁴⁾		11,085		01/02/2002	01/02/2011	Common Stock	11,085
2002 Director Stock Options	\$ 11.05	10/02/2010		A ⁽³⁾⁽⁴⁾		10,940		02/01/2003	02/01/2012	Common Stock	10,940
2003 Director Stock Options	\$ 15.05	10/02/2010		A ⁽⁴⁾		10,940		02/03/2004	02/03/2013	Common Stock	10,940
2004 Director Stock Options	\$ 16.19	10/02/2010		A ⁽⁴⁾		10,940		02/26/2005	02/26/2014	Common Stock	10,940
2005 Director Stock Options	\$ 15.3	10/02/2010		A ⁽⁴⁾		12,399		09/01/2006	09/01/2015	Common Stock	12,399
2006 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		5,208		<u>(6)</u>	<u>(6)</u>	Common Stock	5,208
2007 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		4,377		<u>(6)</u>	<u>(6)</u>	Common Stock	4,377
2008 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A ⁽³⁾		11,160		<u>(6)</u>	<u>(6)</u>	Common Stock	11,160
	<u>(5)</u>	10/02/2010		A ⁽³⁾		5,762		<u>(6)</u>	<u>(6)</u>		5,762

