

PATTERSON SUZANNE D
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 *
PATTERSON SUZANNE D

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
 Officer (give title below) _____ Other (specify below)
VP, Controller & CAO

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 (D) Price			
Common Stock	10/02/2010		A ⁽¹⁾	14,964 A 14,964		D	

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)

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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	
2006 Stock Option Awards	\$ 14.94	10/02/2010		A ⁽²⁾		17,285	08/03/2007 08/03/2016	Common Stock	17,285
2007 Stock Option Awards	\$ 17.7	10/02/2010		A ⁽²⁾		14,587	10/31/2008 10/31/2017	Common Stock	14,587
2008 Restricted Stock Unit Awards	<u>(3)</u>	10/02/2010		A ⁽³⁾⁽⁴⁾		10,028	10/30/2011 10/30/2011	Common Stock	10,028
2008 Stock Option Awards	\$ 6.74	10/02/2010		A ⁽²⁾		13,369	10/30/2009 10/30/2018	Common Stock	13,369
2009 Stock Option Awards	\$ 13.11	10/02/2010		A ⁽²⁾		41,573	11/04/2010 11/04/2019	Common Stock	41,573

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON SUZANNE D 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339			VP, Controller & CAO	

Signatures

By: William T. Plybon,
Attorney-in-Fact

10/04/2010

 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).

Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among Issuer, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC, (the "Merger Agreement"), all shares of the Issuer's common stock owned by Reporting

- (1) Person were cancelled in exchange for an equal number shares of common stock of International CCE Inc., which was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange occurred on October 2, 2010 at 12:01 a.m. (the "Effective Time").
- (2) Pursuant to the Merger Agreement, each outstanding option to purchase a share of Coca-Cola Enterprises, Inc.'s common stock was cancelled at the Effective Time (10/2/2010) and converted to an option to purchase ICCE common stock.
- (3) One for one.
- (4) Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred compensation plans was cancelled as of the Effective Time (10/02/2010) and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

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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