

COCA COLA ENTERPRISES INC
 Form 4
 January 10, 2002
 SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
 Expires: December 31, 2001
 Estimated average burden hours per response. . . . 0.5

1. Name and Address of Reporting Person* Mannelly, Patrick J. <hr/> (Last) (First) (Middle) <hr/> Suite 700 2500 Windy Ridge Parkway <hr/> (Street) <hr/> Atlanta, GA 30339 <hr/> (City) (State) (Zip) <hr/> U.S.	2. Issuer Name and Ticker or Trading Symbol Coca-Cola Enterprises Inc. CCE <hr/> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) December 2001 <hr/> 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description Senior Vice President and Chief Financial Officer <hr/> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Code V	Amount A/D		(Instr. 4)		
			Price				
Common Stock	12/27/2001	M (1) 	4,674 \$5.000	A	D		
Common Stock	12/27/2001	F (1) 	15,627 \$19.255	D	D		
Common Stock	12/27/2001	M (1) 	10,953 \$4.625	A	40,200	D	
Common Stock	07/27/2000	A 	1,500 \$19.070	A	2,400	I	Custodian For Minor Children
Common Stock					9,888	I	By 401(k) and Supplement 401(k)

(over)
SEC 1474 (3-99)

Mannely, Patrick J. - December 2001

Form 4 (continued)

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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
1991 SOP (Restated 2/92) (right to buy)	\$4.625	12/27/2001	M (1) 	(D) 45,600	02/18/1993 02/19/2002	Common Stock - 45,600	\$19.255	0	D	
1991 SOP (Restated 2/92) 1993 Grant	\$5.000	12/27/2001	M (1) 	(D) 18,000	02/10/1994 02/11/2003	Common Stock - 18,000	\$19.255	0	D	
Deferred Phantom Share Unit	1 for 1	12/27/2001	M (1) 	(A) 47,973	(1) (1)	Common Stock - 47,973		47,973	D	

Explanation of Responses :

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** Intentional misstatements or omissions of facts _____
constitute Federal Criminal Violations. 01-09-2002

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

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

**E. Liston Bishop III, Attorney-in-Fact for
Patrick J. Mannelly**

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.

Page 2
SEC 1474 (3-99)

Mannelly, Patrick J. - December 2001

Form 4 (continued)

FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

Form 4 - December 2001

**Patrick J. Mannelly
Suite 700
2500 Windy Ridge Parkway
Atlanta, GA 30339**

Explanation of responses:

(1) Pursuant to an election made on June 4, 2001, the reporting person: (a) exercised options to acquire 63,600 shares of common stock and (b) deferred the receipt of such shares of common stock until October 4, 2004. The exercise price was deemed to have been paid based on an attestation by the reporting person that he owned shares with an aggregate market price at least equal to the exercise price. The number of shares realized upon exercise of the option was reduced by that number of shares having a market value at the exercise date equal to the exercise price.

Page 3