

CLENDENIN JOHN L  
 Form 4  
 March 08, 2002

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Clendenin, John L.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>P. O. Box 210818</b></p> <hr/> <p>(Street)</p> <p><b>West Palm Beach, FL 33421</b></p> <hr/> <p>(City) (State) (Zip)</p> <p><b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Coca-Cola Enterprises Inc. CCE</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>February 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner</p> <p><input type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description _____</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
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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. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code   V	Amount   A/D   Price			

(over)  
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**Form 4 (continued)**

<p><b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b></p>
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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)	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)					
<b>2002 Stock Option Grant (right to buy)</b>	\$16.110	02/01/2002	A   V	(A) 7,500	(1)   02/01/2012	Common Stock - 7,500		7,500	D	
<b>Phantom Stock</b>	1 for 1	02/13/2002	A (2)   V	(A) 283	(2)   (2)	Common Stock - 283	\$16.675		D	
<b>Phantom Stock</b>	1 for 1	02/19/2002	A (2)   V	(A) 118	(2)   (2)	Common Stock - 118	\$16.815	32,718	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. 03-08-2002 -

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,

**E. Liston Bishop III, Attorney-in-Fact for  
John L. Clendenin**

See Instruction 6 for procedure.

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.

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Form 4 (continued)

FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

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**John L. Clendenin  
P. O. Box 210818**

**West Palm Beach, FL 33421**

**Explanation of responses:**

(1) The options vest one-third per year after one, two and three years, measured from February 1, 2002.

(2) Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the number of shares

or the value thereof credited to the account occurs following retirement from the board of directors.