

COCA COLA ENTERPRISES INC
 Form 4
 March 08, 2002

<p>FORM 4</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>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</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</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person* Johnston, Jr., Summerfield K.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>Suite 700 2500 Windy Ridge Parkway</p> <hr/> <p>(Street)</p> <p>Atlanta, GA 30339</p> <hr/> <p>(City) (State) (Zip)</p> <p>U.S.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Coca-Cola Enterprises Inc. CCE</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>February 2002</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 _____</p> <p><input type="checkbox"/> 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</p> <p><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. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common Stock	02/06/2002	M 	973,200 A \$4.625		D	
Common Stock	02/06/2002	F 	203,600 D \$16.900	22,563,630	D	
Common Stock				14,414	I	By 401(k)
Common Stock				25,782	I	By Spouse
Common Stock				1,244,568	I	Co-trustee of Daughter's Trust
Common Stock				3,943,968	I	

							Co-trustee of Family Trust
Common Stock					1,598,541	I	Co-trustee of Son's Trust
Common Stock					10,000	I	Limited Liability Partnership

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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)
2002 Stock Option Grant (right to buy)	\$16.110	02/01/2002	A V	(A) 7,500	(1) 02/01/2012	Common Stock - 7,500		7,500	D	
1991 SOP (Restated 2/92) (right to buy)	\$4.625	02/06/2002	M 	(D) 973,200	02/18/1993 02/19/2002	Common Stock - 973,200		0	D	
Phantom Stock	1 for 1	02/13/2002	A (2) V	(A) 26	(2) (2)	Common Stock - 26	\$16.675		D	
Phantom Stock	1 for 1	02/19/2002	A (2) V	(A) 19	(2) (2)	Common Stock - 19	\$16.815	3,172	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **03-08-2002**
** 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 Summerfield K. Johnston, Jr.

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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FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

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Summerfield K. Johnston, Jr.
Suite 700
2500 Windy Ridge Parkway
Atlanta, GA 30339

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.

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