

COCA COLA ENTERPRISES INC  
 Form 4  
 February 04, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  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(h) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*</p> <p><b>Downs, Jr., John H.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>Suite 700</b>  <b>2500 Windy Ridge Parkway</b></p> <hr/> <p>(Street)</p> <p><b>Atlanta, GA 30339</b></p> <hr/> <p>(City) (State) (Zip)</p> <p><b>U.S.</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Coca-Cola Enterprises Inc. CCE</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner  <input checked="" type="checkbox"/> Officer _____ Other  <b>Senior Vice President, Public Affairs</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>February 03, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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 Indirect Beneficial Ownership (Instr. 4)
			Code   V	Amount   A/D   Price			

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.

(over)  
 SEC 1474 (9-02)

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**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 Deri-	3. Transaction Date (Month/	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr.4)

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	ative Security	Day/ Year)	(Month/ Day/ Year)	and Voluntary (V) Code (Instr.8)	(A) or Disposed (D) Of (Instr. 3,4 and 5)	and 4)		Following Reported Transactions (Instr.4)	ative Security: Direct (D) or Indirect (I) (Instr.4)	
<b>2003 Stock Option Award</b>	\$21,9450	02/03/2003		A	(A) 50,000	02/03/2004 (1)   02/03/2013	Common Stock - 50,000	\$21,9450	50,000	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).

**By: E. Liston Bishop III,**  
**Attorney-in-Fact for John H. Downs,**  
**Jr. 02-04-2003**

\*\* 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.

**Power of Attorney**

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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)**

<p><b>FOOTNOTE Descriptions for Coca-Cola Enterprises Inc.</b>  <b>CCE</b></p> <p style="text-align: right;">Form 4 - February 2003</p> <p><b>John H. Downs, Jr.</b>  <b>Suite 700</b>  <b>2500 Windy Ridge Parkway</b>  <b>Atlanta, GA 30339</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p><b>(1) One-third per year after one, two and three years, measured from grant date.</b></p>
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