

COCA COLA ENTERPRISES INC
 Form 4
 October 01, 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 *
HUMANN L PHILLIP

(Last) (First) (Middle)

SUNTRUST PLAZA, 303
 PEACHTREE STREET, 8TH
 FLOOR

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COCA COLA ENTERPRISES INC [CCE]

3. Date of Earliest Transaction
 (Month/Day/Year)
10/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	10/02/2010		D	(A) or (D) Amount 13,706 (1)	D \$ 0 0	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	Amount or Number of Shares
2002 Stock Option Grant (right to buy)	\$ 16.11	10/01/2010		D	7,500 (2)	02/01/2003 02/01/2012	Common Stock	7,500	
2003 Stock Option Award	\$ 21.945	10/01/2010		D	7,500 (3)	02/03/2004(4) 02/03/2013	Common Stock	7,500	
2004 Stock Option Grant (right to buy)	\$ 23.61	10/01/2010		A	7,500 (3)	02/26/2005(5) 02/26/2014	Common Stock	7,500	
2007 Directors Deferred Stock Unit Awards	(6)	10/01/2010	10/02/2010	D	3,000	(7) (7)	Common Stock	3,000	
2006 Deferred Stock Unit Awards	(6)	10/02/2010		D	3,570 (2)	09/01/2008 (8)	Common Stock	3,570	
2008 Deferred Stock Unit Award	(9)	10/02/2010	10/01/2010	D	7,650 (3)	(10) (10)	Common Stock	7,650	
2009 Restricted Stock Unit Awards to Directors	(9)	10/02/2010		D	3,950 (3)	(11) (11)	Common Stock	3,950	
Phantom Stock	(9)	10/02/2010	10/01/2010	D	65,285 (3)	(12) (12)	Common Stock	65,285	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUMANN L PHILLIP SUNTRUST PLAZA 303 PEACHTREE STREET, 8TH FLOOR ATLANTA, GA 30308	X			

Signatures

By: William T. Plybon,
Attorney-in-Fact
Date: 10/01/2010

**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
- (1) Reporting Person were cancelled in exchange for an equal number shares of common stock of International CCE Inc., which will be renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange will occur 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 Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase ICCE common stock
 - (3) 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 and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.
 - (4) One-third per year after one, two and three years, measured from grant date; or upon death, disability or retirement.
 - (5) 02/26/2007
 - (6) Each deferred stock unit represents the contingent right to receive one share of the company's common stock.
 - (7) Stock units will vest on April 1, 2008. Underlying shares will be distributed upon the grantee's termination of service with the board.
 - (8) Distributed upon retirement or termination of service.
 - (9) 1 for 1
 - (10) Stock units vested on April 1, 2009. Underlying shares will be distributed upon the filer's termination of service with the board.
 - (11) Stock units vested on April 1, 2010. Underlying shares will be distributed upon the filer's termination of service with the board.
 - (12) 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 pursuant to the filer's distribution elections under the deferred compensation agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *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.