JOHNSON THOMAS H

Form 4 October 01, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

0.5

2005 Estimated average burden hours per

response...

Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and A JOHNSON	Symbol COCA	COCA COLA ENTERPRISES INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) P.O. BOX 4		(Month/	3. Date of Earliest Transaction (Month/Day/Year) 10/02/2010			_X_ Director Officer (giv below)	10%	6 Owner er (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)		(Zip) Tak	le I - Non-D	erivative S	Securit	ies Acc	person quired, Disposed of	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securit on(A) or Di (D) (Instr. 3,	sposed	of	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)
Common Stock	10/02/2010		D	16,500 (1)	D	\$0	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: JOHNSON THOMAS H - Form 4

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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2007 Directors Deferred Stock Unit Awards	(2)	10/02/2010		D	3,000 (3)	<u>(4)</u>	<u>(4)</u>	Common Stock	3,000	\$
2008 Deferred Stock Unit Award	<u>(5)</u>	10/02/2010		D	7,650 (3)	<u>(6)</u>	<u>(6)</u>	Common Stock	7,650	\$
2009 Restricted Stock Unit Awards to Directors	<u>(5)</u>	10/02/2010		D	3,950 (3)	<u>(7)</u>	<u>(7)</u>	Common Stock	3,950	\$
Phantom Stock	<u>(5)</u>	10/02/2010		D	781 (3)	(8)	<u>(8)</u>	Common Stock	781	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fundament	Director	10% Owner	Officer	Other			
JOHNSON THOMAS H P.O. BOX 421549 ATLANTA, GA 30342	X						

Signatures

By: William T. Plybon, Attorney-in-Fact

10/01/2010 Date

**Signature of Reporting Person

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).

(1)

Reporting Owners 2

Edgar Filing: JOHNSON THOMAS H - Form 4

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 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) Each deferred stock unit represents the contingent right to recieve one share of the company's common stock.
- Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred
- (3) 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) Stock units vested on April 1, 2008. Underlying shares will be distributed upon the grantee's termination of service with the board.
- **(5)** 1 for 1
- (6) Stock units vested on April 1, 2009. Underlying shares will be distributed upon the filer's termination of service with the board.
- (7) Stock units vested on April 1, 2010. Underlying shares will be distributed upon the filer's termination of service with the board.
- Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the (8) 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.

a currently valid OMB number.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays