

CAHILLANE STEVEN A  
Form 4  
October 04, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
CAHILLANE STEVEN A

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP, Pres, NABU

(Last) (First) (Middle)  
SUITE 700, 2500 WINDY RIDGE PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/02/2010

ATLANTA, GA 30339

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

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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/02/2010		D <sup>(1)(2)</sup>		128,125	D	\$ 0 0

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 Security (Instr. 3 and 4)	Am Nur Sha
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2007 Special Stock Option Grant	\$ 24.59	10/02/2010		D <sup>(3)(4)</sup>	225,000	10/01/2010 10/01/2017	Common Stock	22
2007 Stock Option Award (right to buy)	\$ 25.81	10/02/2010		D <sup>(3)</sup>	45,200	10/31/2008 <sup>(5)</sup> 10/31/2017	Common Stock	45
2008 Stock Option Award	\$ 9.82	10/02/2010		D <sup>(3)</sup>	165,867	<sup>(6)</sup> 10/30/2018	Common Stock	16
2009 Stock Option Award	\$ 19.11	10/02/2010		D <sup>(3)</sup>	129,300	<sup>(7)</sup> 11/04/2012	Common Stock	12

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHILLANE STEVEN A SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339			Exec. VP, Pres, NABU	

## Signatures

By: William T. Plybon,  
Attorney-in-Fact  
10/04/2010

\*\*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).

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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

- (1) 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) Includes 113,125 restricted stock units which, pursuant to the Merger Agreement, were cancelled as of the Effective Time and converted to a restricted share unit with respect to The Coca-Cola Company stock.
- (3) 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 The Coca-Cola Company common stock
- (4) 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
- (5) Options vest 33% per year from October 31, 2007.
- (6) Options vested 33% per year from October 30, 2008.
- (7) Options vest 33% per year from November 4, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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