Brock John Form 4 February 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16.

Section 16.

SECURITIES

Form 4 or

Form 5

chliquitions

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Brock John			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			COCA-COLA ENTERPRISES, INC. [CCE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% OwnerX Officer (give title Other (specify below)		
2500 WINDY RIDGE PARKWAY, 14TH FLOOR			02/04/2013	Chairman and CEO		
				Channian and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Persor

ATLANTA, GA 30339

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	Securit	ties Acqui	red, Disposed of	, or Beneficial	ly 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 omr Disposed (Instr. 3, 4	d of (I and 5)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/04/2013		C	204,900	A	<u>(1)</u>	937,397	D	
Common Stock	02/04/2013		F	94,059	D	\$ 34.96 (2)	843,338	D	
Common Stock							158,000	I	by GRAT
Common Stock							50,600	I	by Spouse

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

3. Transaction Date 3A. Deemed

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.

6. Date Exercisable and

5. Number of

SEC 1474 (9-02)

7. Title and Amount

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and			Underlying Securities (Instr. 3 and 4)	
				Code V	5) (A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
2010 Restricted Stock Unit Award	\$ 34.96	02/04/2013		C	204,900	02/04/2013	02/04/2013	Common Stock	204,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
Brock John 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	X		Chairman and CEO				

Signatures

1. Title of

Suzanne N. Forlidas, attorney-in-fact 02/06/2013

**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).
- (1) Shares were granted by the company to the reporting person upon the vesting of his 2010 Restricted Stock Unit award and converted to shares of stock on a one for one basis.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of this award.

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.

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