

COCA-COLA ENTERPRISES, INC.

Form 4

March 21, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKER JOHN R JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2500 WINDY RIDGE
PARKWAY, 14TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP, General Counsel

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

ATLANTA, GA 30339

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2013		M	(A) or (D) Amount 72,935 (1) Price \$ 16.19	111,308	D	
Common Stock	03/20/2013		M	(A) or (D) Amount 58,348 (1) Price \$ 15.3	169,656	D	
Common Stock	03/20/2013		M	(A) or (D) Amount 24,798 (1) Price \$ 14.94	194,454	D	
Common Stock	03/20/2013		M	(A) or (D) Amount 38,364 (1) Price \$ 17.7	232,818	D	
Common Stock	03/20/2013		S	(A) or (D) Amount 194,445 (2) Price \$ 37	38,373	D	

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Common Stock 1,566 I By Spouse

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

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(9-02)

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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2004 Stock Option Awards	\$ 16.19	03/20/2013		M	72,935 (1)	02/26/2005	02/26/2014	Common Stock	72,935
2005 Stock Option Awards	\$ 15.3	03/20/2013		M	58,348 (1)	09/01/2006	09/01/2015	Common Stock	58,348
2006 Stock Option Awards	\$ 14.94	03/20/2013		M	24,798 (1)	08/03/2007	08/03/2016	Common Stock	24,798
2007 Stock Option Awards	\$ 17.7	03/20/2013		M	38,364 (1)	10/31/2008	10/31/2017	Common Stock	38,364

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARKER JOHN R JR
2500 WINDY RIDGE PARKWAY
14TH FLOOR

Sr. VP, General Counsel

ATLANTA, GA 30339

Signatures

Suzanne N. Forlidas,
attorney-in-fact

03/21/2013

 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) These options were exercised pursuant to a 10b5-1 trading plan.
- (2) These shares were sold pursuant to a 10b5-1 trading plan.

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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