

COCA-COLA ENTERPRISES, INC.

Form 4/A

January 08, 2015

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 *
Douglas William W III

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)
08/19/2014

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Exec. VP, Supply Chain

ATLANTA, GA 30339

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/20/2014

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) (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 (Instr. 4)
Common Stock	08/19/2014		M	(A) or (D) A	23,976 (1) (2) \$ 6.74	52,565	D
Common Stock	08/19/2014		S	(A) or (D) D	23,976 (1) (2) \$ 50	28,589	D

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

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(9-02)

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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
2008 Stock Option Awards	\$ 6.74	08/19/2014		M		23,976	<u>(1)</u> <u>(2)</u>	10/30/2009	10/30/2018	Common Stock	23,976

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Douglas William W III 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	Exec. VP, Supply Chain

Signatures

Suzanne N. Forlidas,
attorney-in-fact 01/08/2015

**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 and shares were sold pursuant to a 10b5-1 trading plan.

(2) A Form 4 was filed on 8/20/2014 incorrectly stating that 40,428 options were exercised, and shares sold at \$50.00 on 8/19/2014. The number of options exercised, and shares sold, on 8/19/2014 were 23,976 at \$50.00.

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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