

COCA-COLA ENTERPRISES, INC.
 Form 4
 October 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
 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)
 10/02/2010

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/02/2010 | | A ⁽¹⁾ | 133,525 | A \$ 133,525 | D | |
| Common Stock | 10/02/2010 | | A ⁽¹⁾ | 94,988 | A \$ 0 94,988 | I | By Spouse |

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

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SEC 1474
 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| 2002 Stock Option Awards | \$ 11.05 | 10/02/2010 | | A ⁽²⁾ | | 76,728 | | 02/01/2003 | 02/01/2012 | Common Stock | 76,728 |
| 2003 Stock Option Awards | \$ 14.26 | 10/02/2010 | | A ⁽²⁾ | | 72,935 | | 02/17/2004 | 02/17/2013 | Common Stock | 72,935 |
| 2004 Stock Option Awards | \$ 16.19 | 10/02/2010 | | A ⁽²⁾ | | 72,935 | | 02/26/2005 | 02/26/2014 | Common Stock | 72,935 |
| 2005 Stock Option Awards | \$ 15.3 | 10/02/2010 | | A ⁽²⁾ | | 58,348 | | 09/01/2006 | 09/01/2015 | Common Stock | 58,348 |
| 2006 Restricted Stock Unit Award | ⁽³⁾ | 10/02/2010 | | A ⁽⁴⁾ | | 17,870 | | 08/03/2011 | 08/03/2011 | Common Stock | 17,870 |
| 2006 Stock Option Awards | \$ 14.94 | 10/02/2010 | | A ⁽²⁾ | | 24,798 | | 08/03/2007 | 08/03/2016 | Common Stock | 24,798 |
| 2007 Restricted Stock Units Award | ⁽³⁾ | 10/02/2010 | | A ⁽⁴⁾ | | 10,112 | | 05/01/2012 | 05/01/2012 | Common Stock | 10,112 |
| 2007 Stock Option Awards | \$ 17.7 | 10/02/2010 | | A ⁽²⁾ | | 38,364 | | 10/31/2008 | 10/31/2017 | Common Stock | 38,364 |
| 2008 Stock | \$ 6.74 | 10/02/2010 | | A ⁽²⁾ | | 136,050 | | 10/30/2009 | 10/30/2018 | Common Stock | 136,050 |

Option
Awards

2009
Stock
Option
Awards

\$ 13.11 10/02/2010 A⁽²⁾ 110,862 11/04/2010 11/04/2019 Common Stock 110,8

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER JOHN R JR 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339 | | | Sr. VP, General Counsel | |

Signatures

By: William T. Plybon,
Attorney-in-Fact 10/05/2010
**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).
 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 was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange occurred on October 2, 2010 at 12:01 a.m. (the "Effective Time").
 (2) Pursuant to the Merger Agreement, each outstanding option to purchase a share of Coca-Cola Enterprises, Inc.'s common stock was cancelled at the Effective Time (10/2/2010) and converted to an option to purchase ICCE common stock.
 (3) One for one.
 Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred
 (4) compensation plans was cancelled as of the Effective Time (10/02/2010) and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

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.