COCA COLA ENTERPRISES INC
Form 4
March 08, 2002

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response. 0.5

1. Name and Address of Reporting Person*
Johnston, Jr., Summerfield K.
(Last) (First) (Middle)

Suite 700
2500 Windy Ridge Parkway
(Street)

Atlanta, GA 30339
(City) (State) (Zip)

U.S.

2. Issuer Name and Ticker or Trading Symbol
Coca-Cola Enterprises Inc.
CCE

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for (Month/Year)
February 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Director ____ 10% Owner
____ Officer ____ Other
Officer/Other Description ____

7. Individual or Joint/Group Filing (Check Applicable Line)
X Individual Filing
_ Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) Code | V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount | A/D | Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	**02/06/2002**	**M** |	**973,200 | A | $4.625**		**D**	
Common Stock	**02/06/2002**	**F** |	**203,600 | D | $16.900**	**22,563,630**	**D**	
Common Stock				**14,414**	**I**	**By 401(k)**
Common Stock				**25,782**	**I**	**By Spouse**
Common Stock				**1,244,568**	**I**	**Co-trustee of Daughter's Trust**
Common Stock				**3,943,968**	**I**	

						Co-trustee of Family Trust
Common Stock				**1,598,541**	**I**	**Co-trustee of Son's Trust**
Common Stock				**10,000**	**I**	**Limited Liability Partnership**

(over)
SEC 1474 (3-99)

Johnston, Jr., Summerfield K. - February 2002

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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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code | V		(DE) | (ED)					
2002 Stock Option Grant (right to buy)	**$16.110**	**02/01/2002**	**A | V**	**(A) 7,500**	**(1) | 02/01/2012**	**Common Stock - 7,500**		**7,500**	**D**	
1991 SOP (Restated 2/92) (right to buy)	**$4.625**	**02/06/2002**	**M | **	**(D) 973,200**	**02/18/1993 | 02/19/2002**	**Common Stock - 973,200**		**0**	**D**	
Phantom Stock	**1 for 1**	**02/13/2002**	**A (2) | V**	**(A) 26**	**(2) | (2)**	**Common Stock - 26**	**$16.675**		**D**	
Phantom Stock	**1 for 1**	**02/19/2002**	**A (2) | V**	**(A) 19**	**(2) | (2)**	**Common Stock - 19**	**$16.815**	**3,172**	**D**	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

______________________________ -

03-08-2002
** Signature of Reporting Person
Date

E. Liston Bishop III, Attorney-in-Fact for Summerfield K. Johnston, Jr.

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Form 4 (continued)

FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

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Summerfield K. Johnston, Jr.
Suite 700
2500 Windy Ridge Parkway
Atlanta, GA 30339

Explanation of responses:

(1) The options vest one-third per year after one, two and three years, measured from February 1, 2002.

(2) Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the number of shares or the value thereof credited to the account occurs following retirement from the board of directors.