

HERB MARVIN J
Form 4/A
October 22, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERB MARVIN J

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)
6000 GARLANDS LANE, SUITE 120
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

BARRINGTON, IL 60010

4. If Amendment, Date Original Filed(Month/Day/Year)
10/10/2008

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	10/08/2008		S ⁽¹⁾		500,000	D		\$ 13.56 <u>(2)</u>	9,900,995	I	By Self as Trustee of Revocable Trust
Common Stock	10/09/2008		S ⁽¹⁾		808,900	D		\$ 12.53 <u>(3)</u>	9,092,095	I	By Self as Trustee of Revocable Trust
Common Stock	10/09/2008		S ⁽¹⁾		62,200	D		\$ 13.24 <u>(4)</u>	9,029,895	I	By Self as Trustee of Revocable Trust

1. Title of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)	
Common Stock		10/10/2008		S ⁽¹⁾	7,238,658	D	\$ 10.04 <u>(5)</u>	1,791,237	I	Trust By Self as Trustee of Revocable Trust
Common Stock		10/10/2008		S ⁽¹⁾	80,651	D	\$ 11.25 <u>(6)</u>	1,710,586	I	Trust By Self as Trustee of Revocable Trust
Common Stock								6,244,114	I	By Herbco II, LLC, Judith Ann Herb, wife
Common Stock								8,150,000	I	By MJH Investments Ltd., M.J. Herb, gp
Common Stock								52,787	I	Herb Family 1998 Gift Trust (12/10/1998)

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

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERB MARVIN J 6000 GARLANDS LANE SUITE 120 BARRINGTON, IL 60010	X			

Signatures

By: William T. Plybon,
Attorney-in-Fact

10/22/2008

**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).

- Shares sold by JPMorgan pursuant to a credit arrangement. Pursuant to the credit arrangement, JPMorgan has taken and holds all of the Company shares subject to the arrangement, originally totaling approximately 18.6 million shares. JPMorgan has indicated that it has the right to sell the remaining approximately 9.9 million shares to satisfy the obligation under the credit arrangement. If and when all the shares are sold, Reporting Person will file an amended Form 4 describing the sales, including dates and sale prices.
- (1) Share sale prices ranged between \$13.23 and \$13.86.
 - (2) Share sale prices ranged between \$12.07 and \$13.07.
 - (3) Share sale prices ranged between \$13.08 and \$13.37.
 - (4) Share sale prices ranged between \$10 - \$11.
 - (5) Share sale prices ranged between \$11.01 and \$11.77. Full information regarding the number of shares sold at each price will be provided upon request.
 - (6)

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.