

Douglas William W III
 Form 4
 October 04, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP & CFO

SUITE 700, 2500 WINDY RIDGE PARKWAY

(Street)

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

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 (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	10/02/2010		D ⁽¹⁾		89,494	D	
					\$ 0		
					0		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
2004 Stock Option Award	\$ 25.525	10/02/2010		D ⁽²⁾	20,000	07/26/2005 07/26/2014	Common Stock	20,000	
2005 Stock Option Award (right to buy)	\$ 22.3	10/02/2010		D ⁽²⁾	40,000	09/01/2008 09/01/2015	Common Stock	40,000	
2006 Stock Option Award (right to buy)	\$ 21.79	10/02/2010		D ⁽²⁾	70,025	08/03/2007 ⁽³⁾ 08/03/2016	Common Stock	70,025	
2007 Stock Option Award (right to buy)	\$ 25.81	10/02/2010		D ⁽²⁾	45,200	10/31/2008 10/31/2017	Common Stock	45,200	
2008 Stock Option Award	\$ 9.82	10/02/2010		D ⁽²⁾	145,134	⁽⁴⁾ 10/30/2018	Common Stock	145,134	
2009 Stock Option Award	\$ 19.11	10/02/2010		D ⁽²⁾	114,100	⁽⁵⁾ 11/04/2012	Common Stock	114,100	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Douglas William W III SUITE 700			Exec. VP & CFO	

2500 WINDY RIDGE PARKWAY
ATLANTA, GA 30339

Signatures

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

10/04/2010

**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 owned by Reporting Person were exchanged for an equal number of shares of International CCE Inc. ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock on October 2, 2010 at 12:01 a.m (the "Effective Time").
- (1) Pursuant to the Merger Agreement, each outstanding option to purchase a share of Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase ICCE common stock
 - (2) Options vest 33% per year from August 3, 2006
 - (3) Options vested 33% per year from October 30, 2008.
 - (4) Options vest 33% per year from November 4, 2009.

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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