

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/02/2010		A <sup>(1)</sup>		133,525	A	\$ 133,525	D		
Common Stock	10/02/2010		A <sup>(1)</sup>		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 <sup>(2)</sup>		76,728		02/01/2003	02/01/2012	Common Stock	76,728
2003 Stock Option Awards	\$ 14.26	10/02/2010		A <sup>(2)</sup>		72,935		02/17/2004	02/17/2013	Common Stock	72,935
2004 Stock Option Awards	\$ 16.19	10/02/2010		A <sup>(2)</sup>		72,935		02/26/2005	02/26/2014	Common Stock	72,935
2005 Stock Option Awards	\$ 15.3	10/02/2010		A <sup>(2)</sup>		58,348		09/01/2006	09/01/2015	Common Stock	58,348
2006 Restricted Stock Unit Award	<sup>(3)</sup>	10/02/2010		A <sup>(4)</sup>		17,870		08/03/2011	08/03/2011	Common Stock	17,870
2006 Stock Option Awards	\$ 14.94	10/02/2010		A <sup>(2)</sup>		24,798		08/03/2007	08/03/2016	Common Stock	24,798
2007 Restricted Stock Units Award	<sup>(3)</sup>	10/02/2010		A <sup>(4)</sup>		10,112		05/01/2012	05/01/2012	Common Stock	10,112
2007 Stock Option Awards	\$ 17.7	10/02/2010		A <sup>(2)</sup>		38,364		10/31/2008	10/31/2017	Common Stock	38,364
2008 Stock	\$ 6.74	10/02/2010		A <sup>(2)</sup>		136,050		10/30/2009	10/30/2018	Common Stock	136,050

Option  
Awards  
  
2009  
Stock  
Option  
Awards

\$ 13.11      10/02/2010      A<sup>(2)</sup>      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.