COCA-COLA ENTERPRISES, INC.

Form 4

October 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

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

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(b).

(Last)

Stock

1. Name and Address of Reporting Person *

(First)

(Street)

HUMANN L PHILLIP

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

COCA-COLA ENTERPRISES, INC.

[CCE]

(Check all applicable)

_X__ Director Officer (give title

10% Owner Other (specify

2500 WINDY RIDGE

PARKWAY, 14TH FLOOR

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

10/02/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30339

(City) (State) (Zip)

10/02/2010

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Price Code V Amount (D)

Common

 $A^{(1)}$ 8,307 Α (1)

8,307

D

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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
2001 Director Stock Options	(2)	10/02/2010		A(3)(4)	11,085	01/02/2002	01/02/2011	Common Stock	11,0
2002 Director Stock Options	\$ 11.05	10/02/2010		A(3)(4)	10,940	02/01/2003	02/01/2012	Common Stock	10,94
2003 Director Stock Options	\$ 15.05	10/02/2010		A(4)	10,940	02/03/2004	02/03/2013	Common Stock	10,94
2004 Director Stock Options	\$ 16.19	10/02/2010		A(4)	10,940	02/26/2005	02/26/2014	Common Stock	10,94
2005 Director Stock Options	\$ 15.3	10/02/2010		A(4)	12,399	09/01/2006	09/01/2015	Common Stock	12,39
2006 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A(3)	5,208	<u>(6)</u>	<u>(6)</u>	Common Stock	5,20
2007 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A(3)	4,377	<u>(6)</u>	<u>(6)</u>	Common Stock	4,37
2008 Director Restricted Stock Unit Awards	<u>(5)</u>	10/02/2010		A(3)	11,160	<u>(6)</u>	<u>(6)</u>	Common Stock	11,10
	<u>(5)</u>	10/02/2010		A(3)	5,762	<u>(6)</u>	<u>(6)</u>		5,76

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Director								Stock	
Restricted									
Stock Unit									
Awards									
Phantom Stock	<u>(5)</u>	10/02/2010	A	(3)(7)	95,233	<u>(7)</u>	<u>(7)</u>	Common Stock	95,2

Common

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HUMANN L PHILLIP
2500 WINDY RIDGE PARKWAY
14TH FLOOR
ATLANTA, GA 30339

Signatures

2009

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

10/05/2010 Date

**Signature of Reporting Person

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) Options vested in increments of 2, 217, for 5 years at the following prices: \$12.79, \$14.07, \$15.48, \$17.03, \$18.73.
- Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred 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.
- (4) 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.
- (5) One for one.
- (6) Underlying shares will be distributed upon the filer's termination of service.

Phantom stock acquired pursuant to a deferred compensation agreement between reporting person and Company. Payment of the number of shares or the value thereof credited to the account occurs pursuant to the filer's distribution elections under the deferred compensation agreement.

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.

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