

Brock John
Form 4
October 04, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Brock John

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)
SUITE 700, 2500 WINDY RIDGE PARKWAY

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

(Street)
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 | | D ⁽¹⁾ | | 171,197 | D | \$ 0 0 |

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4) | Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| 2007 Stock Option Award (right to buy) | \$ 25.81 | 10/02/2010 | | D ⁽²⁾ | 233,300 | 10/31/2008 ⁽³⁾ | 10/31/2017 | Common Stock | 233,300 |
| 2008 Stock Option Award | \$ 9.82 | 10/02/2010 | | D ⁽²⁾ | 1,010,600 | ⁽⁴⁾ | 10/30/2018 | Common Stock | 1,010,600 |
| 2009 Stock Option Award | \$ 19.11 | 10/02/2010 | | D ⁽²⁾ | 532,300 | ⁽⁵⁾ | 11/04/2012 | Common Stock | 532,300 |
| Special Stock Option Award (right to buy) | \$ 20.69 | 10/02/2010 | | D ⁽²⁾ | 900,000 | 04/25/2007 ⁽⁶⁾ | 04/25/2016 | Common Stock | 900,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brock John SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339 | | | Chairman and CEO | |

Signatures

By: John R. Parker,
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).

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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 will be renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange will occur 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 Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase ICCE common stock
- (3) Options vest 33% per year from October 31, 2007.
- (4) Options vested 33% per year from October 30, 2008.
- (5) Options vest 33% per year from November 4, 2009.
- (6) Filer was awarded an initial grant of 900,000 stock options, which would become exercisable only upon the satisfaction of both a graduated, three-year service condition and performance conditions.

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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