### COCA COLA ENTERPRISES INC

Form 5

February 14, 2002

SEC Form 5

# FORM 5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[ ]Form 3 Holdings Reported [ ]Form 4 Transactions Reported

OMB Number: 3235-0362

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5 2. Issuer Name and Ticker 4. Statement for 6. Relationship of Reporting Person(s) to or Trading Symbol (Month/Year) Issuer 1. Name and Address of Reporting Person\* Johnston, Jr., Summerfield K. Coca-Cola Enterprises Inc. December 2001 (Check all applicable) CCE (Last) (First) (Middle) 3. I.R.S. Identification 5. If Amendment, Director Suite 700 Number of Reporting Date of Original 10% Owner 2500 Windy Ridge Parkway Person, if an entity (Month/Year) Officer (voluntary) Other (Street) Officer/Other Description 30339 Atlanta, GA 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) U.S. Individual Filing Joint/Group Filing Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Title of Security 2. Transaction Date 3. Transaction 4. Securities Acquired (A) or Amount of 6. Owner-7. Nature of (Instr. 3) (Month/Day/Year) Code Disposed (D) Of Securities Indirect ship (Instr. 8) (Instr. 3, 4, and 5) Beneficially Form: Beneficial Direct(D) Owned at Ownership End of or

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			Amount   A/D	Issuer's Fiscal Year  (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	05/15/2001	G	6,000   D	21,794,030	D	
Common Stock				14,414	I	By 401(k)
Common Stock				25,782	I	By Spouse
Common Stock				1,244,568		Co-trustee of Daughter's Trust
Common Stock				3,943,968	I	Co-trustee of Family Trust
Common Stock				1,598,541	I	Co-trustee of Son's Trust
Common Stock				10,000	I	Limited Liability Partnership

If the form is filed by more than one reporting person, see instruction 4(b)(v).

(over) SEC 2270 (3-99)

# Johnston, Jr., Summerfield K. - December 2001

### Form 5 (continued)

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)	Code	of Derivative	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of Derivative Security	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

2/14/02

(a). \*\* Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

see instruction o 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

E. Liston Bishop III, Attorney-in-Fact for Summerfield K. Johnston, Jr.

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currently valid OMB number.