COCA COLA ENTERPRISES INC
Form 4
March 08, 2002

FORM 4 **[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**	**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 OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5

1. Name and Address of Reporting Person[*] **Keller, Robert A** (Last) (First) (Middle) **P. O. Box 475** (Street) **Glenbrook, NV 89413** (City) (State) (Zip) **USA**	2. Issuer Name and Ticker or Trading Symbol **Coca-Cola Enterprises Inc. CCE** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) **February 2002** 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___**X**___ Director _____ 10% Owner _____ Officer _____ Other Officer/Other Description _____ 7. Individual or Joint/Group Filing (Check Applicable Line) **X** Individual Filing _ Joint/Group Filing

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)		4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount | Price	A/D			

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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. Conver-sion or Exercise Price of Deri-vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner-ship Form of Deriv-ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code | V		(DE) | (ED)					
2002 Stock Option Grant (right to buy)	$16.110	02/01/2002	A | V	(A) 7,500	**(1)** | 02/01/2012	**Common Stock - 7,500**		7,500	D	
Phantom Stock	1 for 1	02/13/2002	A (2) | V	(A) 32	**(2)** | (2)	**Common Stock - 32**	$16.675		D	
Phantom Stock	1 for 1	02/19/2002	A (2) | V	(A) 19	**(2)** | (2)	**Common Stock - 19**	$16.815	4,841	D	

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).

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.

_____ -

 03-08-2002
** Signature of Reporting Person Date

E. Liston Bishop III, Attorney-in-Fact for Robert A Keller

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FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE

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Robert A Keller
P. O. Box 475

Glenbrook, NV 89413

Explanation of responses:

(1)   The options vest one-third per year after one, two and three years, measured from February 1, 2002.
(2)   Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the number of shares

or the value thereof credited to the account occurs following retirement from the board of directors.