

COCA COLA ENTERPRISES INC
Form 4
April 02, 2007

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 *
KLIN LOWRY F

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)
03/30/2007

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

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)					
			Code	V	Amount				
Common Stock	03/30/2007		M		534,040	A	\$ 0 788,468	D	
Common Stock	03/30/2007		F		186,914	D	\$ 20.15 601,554 ⁽¹⁾	D	
Common Stock					6,920	I			By 401(k) and Supplement MESIP
Common Stock					500	I			By Spouse

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

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security
					Acquired (A)	Disposed of (D)			
Deferred Phantom Share Unit	(2)	03/30/2007		D		115,655	(3) (3)	Common Stock	11
Phantom Share Units-Restricted Stock Deferral Plan	(2)	03/30/2007		D		418,385	(3) (3)	Common Stock	41
Phantom Stock	(2)	03/31/2007		A		186	(4) (4)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINE LOWRY F SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339	X		Chairman	

Signatures

By: E. Liston Bishop III,
Attorney-in-Fact

04/02/2007

__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).

(1) Includes 2,287 DRIP shares accumulated during 2006.

(2) 1 for 1

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- (3) Filer is receiving a distribution of deferred shares based on an election made by filer at least six months prior to this transaction to receive the deferred shares after his retirement from the company.
- Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the
- (4) 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.