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HERB MARVIN J Form 3 May 04, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 A Person * HERB M		porting	2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2007		3. Issuer Name and Ticker or Trading Symbol COCA COLA ENTERPRISES INC [CCE]				
(Last)	(First)	(Middle)			4. Relationsh Person(s) to 1	nip of Reportin	g	5. If Amendment, Date Original Filed(Month/Day/Year)	
6000 GARLANDS LANE, SUITE 120					(Check	k all applicable	:)	(
BARRINGT	(Street)	A 60010			_XDirector10% OwnerOfficerOther (give title below) (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned					neficially Owned	
1.Title of Secur (Instr. 4)	Instr. 4) Benefi		2. Amount of Beneficially Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Sto	ock		6	5,244,114		I	•	Herbco II, LLC, Judith Ann o, wife	
Common Ste	ock		1	,500,000		I	By I gen.	Hondo Trading LP, M.J. Herb part	
Common Ste	ock		8	3,150,000		I	By N Herb	MJH Investments Ltd., M.J.	
Common Ste	ock		7	7,846,670		I	By S Trus	Self as Trustee of Revocable t	
Common Sto	ock		1	,107,112		I	MJE	I 2003 Trust, spouse sole ee	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.					ially S	SEC 1473 (7-0)	2)		

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
	2003 Stock Appreciation Rights Grant	02/03/2004(1)	02/03/2013	Common Stock	2,500	\$ 21.95	D	Â
	2003/2004 Stock Option Grant (right to buy)	12/13/2005	02/03/2013	Common Stock	5,000	\$ 21.95	D	Â
	2004 Stock Option Grant (right to buy)	02/26/2005(2)	02/26/2014	Common Stock	7,500	\$ 23.61	D	Â
	2005 Stock Option Award (right to buy)	(3)	09/01/2015	Common Stock	8,500	\$ 22.3	D	Â
	2006 Deferred Stock Unit Awards	(4)	(4)	Common Stock	3,570	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
HERB MARVIN J							
6000 GARLANDS LANE	ÂΧ	Â	â	â			
SUITE 120	AA	A	А	Α			
BARRINGTON, IL 60010							

Signatures

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

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) One-third vests on the first, second and third anniversary of the Grant Date.
- (2) One-third of the options vest on the first, second and third anniversaries of the grant date.

Reporting Owners 2

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- (3) The grant vests in thirds, one-third on 9/1/2006, one-third on 9/1/2007 and one-third on 9/1/2008.
- (4) Shares will vest and begin to earn hypothetical dividends on April 1, 2007. Distribution of the shares will occur when the director leaves the board for any reason.
- (5) Each deferred stock unit represents the contingent right to recieve one share of the company's common stock.

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.