

JOHNSON THOMAS H
Form 4
October 01, 2010

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 *
JOHNSON THOMAS H

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)

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

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

P.O. BOX 421549

(Street)

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

ATLANTA, GA 30342

(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 (D) Price | | |
| Common Stock | 10/02/2010 | | D | | 16,500 (1) | 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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 2007 | | | | | | | | |
| Directors Deferred Stock Unit Awards | (2) | 10/02/2010 | | D | 3,000 (3) | (4) (4) | Common Stock | 3,000 \$ |
| 2008 | | | | | | | | |
| Deferred Stock Unit Award | (5) | 10/02/2010 | | D | 7,650 (3) | (6) (6) | Common Stock | 7,650 \$ |
| 2009 | | | | | | | | |
| Restricted Stock Unit Awards to Directors | (5) | 10/02/2010 | | D | 3,950 (3) | (7) (7) | Common Stock | 3,950 \$ |
| Phantom Stock | (5) | 10/02/2010 | | D | 781 (3) | (8) (8) | Common Stock | 781 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON THOMAS H P.O. BOX 421549 ATLANTA, GA 30342 | X | | | |

Signatures

By: William T. Plybon,
Attorney-in-Fact
Date: 10/01/2010

**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).

(1)

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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 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) Each deferred stock unit represents the contingent right to receive one share of the company's common stock.

Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred

- (3) compensation plans was cancelled as of the Effective Time and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

- (4) Stock units vested on April 1, 2008. Underlying shares will be distributed upon the grantee's termination of service with the board.

- (5) 1 for 1

- (6) Stock units vested on April 1, 2009. Underlying shares will be distributed upon the filer's termination of service with the board.

- (7) Stock units vested on April 1, 2010. Underlying shares will be distributed upon the filer's termination of service with the board.

Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the

- (8) 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.

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