

COCA-COLA ENTERPRISES, INC.  
 Form 4  
 May 02, 2012

**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 \*  
 PARKER JOHN R JR

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)  
 2500 WINDY RIDGE  
 PARKWAY, 14TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/30/2012

\_\_\_\_ Director  
 Officer (give title below) Sr. VP, General Counsel  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/30/2012		A		160,460	A	\$ 0 <sup>(1)</sup> 198,833
Common Stock	04/30/2012		F		68,116	D	\$ 29.95 <sub>(2)</sub> 130,717
Common Stock	04/30/2012		M		73,907	A	\$ 13.11 <sub>(3)</sub> 204,624
Common Stock	04/30/2012		S		73,907	D	\$ 30 <sub>(4)</sub> 130,717

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Common Stock	04/30/2012	M	68,025	A	\$ 6.74 (3)	198,742	D	
Common Stock	04/30/2012	S	68,025	D	\$ 30 (4)	130,717	D	
Common Stock	05/02/2012	S	92,344	D	\$ 29.5 (4) (5)	38,373	D	
Common Stock						1,566	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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2009 Stock Option Awards	\$ 13.11	04/30/2012		M	73,907	11/04/2010 11/04/2019	Common Stock	73,907	
2008 Stock Option Awards	\$ 6.74	04/30/2012		M	68,025	10/30/2009 10/30/2018	Common Stock	68,025	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER JOHN R JR 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339			Sr. VP, General Counsel	

## Signatures

Suzanne N. Forlidas,  
attorney-in-fact

05/02/2012

\_\_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) Shares were granted by the company to the reporting person upon the vesting of his 2008 performance share unit award.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of the reporting person's 2008 performance share unit award.
- (3) These options were exercised pursuant to a 10b5-1 trading plan.
- (4) These shares were sold pursuant to a 10b5-1 trading plan.
- (5) Reflected price is a weighted average of prices ranging from \$29.33 to \$29.60.

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.