

Labarge Suzanne B  
Form 4  
October 05, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Labarge Suzanne B

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)  
10/02/2010

Director  10% Owner  
 Officer (give title below)  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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 10/02/2010                           |  | A <sup>(1)</sup>               | 2,000 A   | 2,000   | I  | By 1323786 Ontario Inc.           |

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

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SEC 1474 (9-02)

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**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) |                  |                 |                 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-----------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title           | Amount or Number of Shares |
| 2008<br>Director<br>Restricted<br>Stock Unit<br>Awards | (2)  | 10/02/2010                           |  | A <sup>(3)(4)</sup>            |   | 11,160   |   | (5)              | (5)             | Common<br>Stock | 11,160                     |
| 2009<br>Director<br>Restricted<br>Stock Unit<br>Awards | (2)  | 10/02/2010                           |  | A <sup>(6)</sup>               |   | 5,762  |   | (5)              | (5)             | Common<br>Stock | 5,762                      |
| Phantom<br>Stock                                       | (2)  | 10/02/2010                           |  | A <sup>(6)(7)</sup>            |   | 12,725   |   | (7)              | (7)             | Common<br>Stock | 12,725                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Labarge Suzanne B<br>2500 WINDY RIDGE PARKWAY<br>14TH FLOOR<br>ATLANTA, GA 30339 | X             |           |         |       |

## Signatures

By: William T. Plybon,  
Attorney-in-Fact

10/05/2010

\_\_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) 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 was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange occurred

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on October 2, 2010 at 12:01 a.m. (the "Effective Time").

(2) One for one.

(3) 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") each outstanding restricted stock unit or phantom stock unit of Coca-Cola Enterprises Inc.'s common stock was cancelled at the Effective Time (10/2/2010) and converted to a restricted stock unit or phantom stock unit with respect to International CCE Inc., which was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock.

(4) 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") each outstanding option to purchase a share of Coca-Cola Enterprises, Inc.'s common stock was cancelled at the Effective Time (10/2/2010) and converted to an option to purchase International CCE Inc., which was renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock.

(5) Underlying shares will be distributed upon the filer's termination of service.

(6) Pursuant to the Merger Agreement, each Restricted Stock Unit or Phantom Share Unit granted under the Issuer's equity or deferred compensation plans was cancelled as of the Effective Time (10/02/2010) and converted to a restricted stock or phantom stock unit with respect to ICCE common stock.

(7) Phantom stock acquired pursuant to a deferred compensation agreement between reporting person and Company. Payment of the 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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