COCA COLA ENTERPRISES INC
Form 3
December 14, 2004

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 Address of Reporting Person *
Â JOHNSTON SUMMERFIELD K III

(Last) (First) (Middle)

600 KRYSTAL BUILDING

(Street)

CHATTANOOGA,Â TNÂ 37402

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/14/2004

3. Issuer Name **and** Ticker or Trading Symbol
COCA COLA ENTERPRISES INC [CCE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,686,598	D	Â
Common Stock	1,329	I	By Custodian For Child
Common Stock	22,368	I	By 401(k)

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Phantom Share Units-Deferred Stock Options	Â [(1)]	Â [(1)]	Common Stock	175,680	$ [(2)]	D	Â
1995 Stock Option Plan	01/03/1996	01/03/2005	Common Stock	25,800	$ 5.9584	D	Â
1996 Service Options - Plan 17	01/02/1997	01/02/2007	Common Stock	122,400	$ 9.0209	D	Â
1999 Premium/Svc Options - Tranch 1	01/04/2000	01/04/2009	Common Stock	14,000	$ 40.3218	D	Â
1999 Premium/Svc Options - Tranch 2	01/04/2000	01/04/2009	Common Stock	14,000	$ 46.37	D	Â
1999 Premium/Svc Options - Tranch 3	01/04/2000	01/04/2009	Common Stock	14,000	$ 53.3255	D	Â
1999 Premium/Svc Options - Tranch 4	01/04/2000	01/04/2009	Common Stock	14,000	$ 61.3243	D	Â
1999 Premium/Svc Options - Tranch 5	01/04/2000	01/04/2009	Common Stock	14,000	$ 70.5229	D	Â
1999 MIP Award (right to buy)	12/14/2004	01/04/2009	Common Stock	8,580	$ 35.0625	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 1	12/14/2000	12/14/2009	Common Stock	34,000	$ 18.0938	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 2	12/14/2000	12/14/2009	Common Stock	34,000	$ 20.8079	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 3	12/14/2000	12/14/2009	Common Stock	34,000	$ 23.9291	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 5	12/14/2000	12/14/2009	Common Stock	34,000	$ 31.6462	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 4	12/14/2000	12/14/2009	Common Stock	34,000	$ 27.5184	D	Â
2000 MIP Grant (right to buy)	03/02/2004	01/14/2010	Common Stock	12,312	$ 21.25	D	Â
	01/02/2002	01/02/2011		23,400	$ 18.6563	D	Â

2001 Stock Option - Subgrant 1			Common Stock				
2001 Stock Option - Subgrant 2	01/02/2002	01/02/2011	Common Stock	23,400	$ 20.5219	D	Â
2001 Stock Option - Subgrant 3	01/02/2002	01/02/2011	Common Stock	23,400	$ 22.5741	D	Â
2001 Stock Option - Subgrant 4	01/02/2002	01/02/2011	Common Stock	23,400	$ 24.8315	D	Â
2001 Stock Option - Subgrant 5	01/02/2002	01/02/2011	Common Stock	23,400	$ 27.3147	D	Â
2002 Stock Options Grant (right to buy)	03/02/2004	02/01/2012	Common Stock	70,800	$ 16.11	D	Â
2003 Stock Option Award to Senior Executives	03/02/2004	02/17/2013	Common Stock	50,000	$ 20.795	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON SUMMERFIELD K III 600 KRYSTAL BUILDING CHATTANOOGA,Â TNÂ 37402	Â X	Â	Â	Â

Signatures

/s/ Johnston III, Summerfield K.	12/14/2004
**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) Pursuant to an election made at least six months prior to the transaction, the reporting person: (a) exercised options to acquire shares of common stock, and (b) deferred the receipt of such shares of common stock until after retirement. The exercise price was deemed to have been paid based on an attestation by the reporting person that he owned shares with an aggregate market price at least equal to the exercise price. The number of shares realized upon exercise of the option was reduced by that number of shares having a market value at the exercise date equal to the exercise price.

(2) 1 for 1

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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