

PATTERSON SUZANNE D
 Form 4
 November 06, 2012

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 *
 PATTERSON SUZANNE D

2. Issuer Name and Ticker or Trading Symbol
 COCA-COLA ENTERPRISES, INC.
 [CCE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Controller & CAO

(Last) (First) (Middle)
 2500 WINDY RIDGE
 PARKWAY, 14TH FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2012

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)
			Code	V	Amount or Price		
Common Stock	11/06/2012		C		7,700 <u>(1)</u>	A	\$ 0 7,700 D
Common Stock	11/06/2012		F		3,269 <u>(2)</u>	D	\$ 31.62 4,431 D
Common Stock	11/06/2012		S		4,431 <u>(3)</u>	D	\$ 30.62 0 D
Common Stock	11/05/2012		M		8,467 <u>(4)</u>	A	\$ 24.4 8,467 D
Common Stock	11/05/2012		S		8,467 <u>(3)</u>	D	\$ 30.46 0 D

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Common Stock	11/05/2012	M	13,857 (4)	A	\$ 13.11	13,857	D
Common Stock	11/05/2012	S	13,857 (3)	D	\$ 30.46	0	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2012 Stock Options Award	\$ 30.79	11/05/2012		A	26,500	11/05/2013	11/05/2022	Common Stock	26,500
2010 Restricted Stock Unit Award	(1)	11/06/2012		C	7,700	(5)	(5)	Common Stock	7,700
2010 Stock Option Award	\$ 24.4	11/05/2012		M	8,467 (4)	(6)	11/04/2020	Common Stock	8,467
2009 Stock Option Awards	\$ 13.11	11/05/2012		M	13,857 (4)	(7)	11/04/2019	Common Stock	13,857

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON SUZANNE D 2500 WINDY RIDGE PARKWAY			VP, Controller &	

14TH FLOOR
ATLANTA, GA 30339

CAO

Signatures

Suzanne N. Forlidas,
attorney-in-fact

11/06/2012

__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) Restricted stock units under award were converted to shares of stock on one-for-one basis.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of reporting person's 2010 restricted stock unit award.
- (3) These shares were sold pursuant to a 10b5-1 trading plan.
- (4) These options were exercised pursuant to a 10b5-1 trading plan.
- (5) Vest on November 5, 2012.
- (6) Options vest 33% per year from November 4, 2010.
- (7) Options vest 33% per year from November 4, 2009.

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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