

COCA COLA ENTERPRISES INC  
Form 3  
March 07, 2005

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â PALMER VICKI R</p> <p>(Last) (First) (Middle)</p> <p>SUITE 700,Â 2500 WINDY RIDGE PARKWAY</p> <p>(Street)</p> <p>ATLANTA,Â GAÂ 30339</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/25/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COCA COLA ENTERPRISES INC [CCE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Exec. VP Fin. &amp; Admin.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	180,425	D	Â
Common Stock	123	I	By Custodian For Child
Common Stock	39,535	I	By 401(k) and Supplemental 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)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
1997 Stock Options - 1998 Grant - Tranche 1	01/02/1999	01/02/2008	Common Stock	7,600	\$ 40.1422	D	Â
1997 Stock Options - 1998 Grant - Tranche 2	01/02/1999	01/02/2008	Common Stock	7,600	\$ 46.1635	D	Â
1997 Stock Options - 1998 Grant - Tranche 3	01/02/1999	01/02/2008	Common Stock	7,600	\$ 53.088	D	Â
1997 Stock Options - 1998 Grant - Tranche 4	01/02/1999	01/02/2008	Common Stock	7,600	\$ 61.0512	D	Â
1997 Stock Options - 1998 Grant - Tranche 5	01/02/1999	01/02/2008	Common Stock	7,600	\$ 70.2089	D	Â
1999 MIP Award	Â <sup>(1)</sup>	01/04/2009	Common Stock	5,241	\$ 35.0625	D	Â
1999 Premium/Svc Options - Tranch 1	01/04/2000	01/04/2009	Common Stock	6,000	\$ 40.3218	D	Â
1999 Premium/Svc Options - Tranch 2	01/04/2000	01/04/2009	Common Stock	6,000	\$ 46.37	D	Â
1999 Premium/Svc Options - Tranch 3	01/04/2000	01/04/2009	Common Stock	6,000	\$ 53.3255	D	Â
1999 Premium/Svc Options - Tranch 4	01/04/2000	01/04/2009	Common Stock	6,000	\$ 61.3243	D	Â
1999 Premium/Svc Options - Tranch 5	01/04/2000	01/04/2009	Common Stock	6,000	\$ 70.5229	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 1	12/14/2000	12/14/2009	Common Stock	17,000	\$ 18.0938	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 2	12/14/2000	12/14/2009	Common Stock	17,000	\$ 20.8079	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 3	12/14/2000	12/14/2009	Common Stock	17,000	\$ 23.9291	D	Â
2000 Grant 1999 Premium/Svc. Options - Tranch 4	12/14/2000	12/14/2009	Common Stock	17,000	\$ 27.5184	D	Â
2000 Grant 1999	12/14/2000	12/14/2009	Common	17,000	\$ 31.6462	D	Â

Premium/Svc. Options - Tranch 5			Stock				
2000 MIP Grant	01/14/2006	01/14/2010	Common Stock	7,742	\$ 21.25	D	Â
2001 Stock Option - Subgrant 1	01/02/2002 <sup>(2)</sup>	01/02/2011	Common Stock	13,400	\$ 18.6563	D	Â
2001 Stock Option - Subgrant 2	01/02/2002 <sup>(2)</sup>	01/02/2011	Common Stock	13,400	\$ 20.5219	D	Â
2001 Stock Option - Subgrant 3	01/02/2002 <sup>(2)</sup>	01/02/2011	Common Stock	13,400	\$ 22.5741	D	Â
2001 Stock Option - Subgrant 4	01/02/2002 <sup>(2)</sup>	01/02/2011	Common Stock	13,400	\$ 24.8315	D	Â
2001 Stock Option - Subgrant 5	01/02/2002 <sup>(2)</sup>	01/02/2011	Common Stock	13,400	\$ 27.3147	D	Â
2002 Nonqualified Stock Option	02/13/2002	02/13/2012	Common Stock	44,000	\$ 16.605	D	Â
2003 Stock Appreciation Rights Grant	02/03/2004 <sup>(3)</sup>	02/03/2013	Common Stock	50,000	\$ 21.945	D	Â
2004 Stock Option Grant (right to buy)	02/26/2005 <sup>(4)</sup>	02/26/2014	Common Stock	50,000	\$ 23.61	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER VICKI R SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339	Â	Â	Â Exec. VP Fin. & Admin.	Â

## Signatures

/s/ Palmer, Vicki  
R. 03/04/2005

\*\*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) Performance accelerated service-vested options in lieu of portion of bonus for 1998, exercisable either when Company meets annual performance targets or January 4, 2005.
  - (2) 25% per year after one, two, three and four years, measured from January 2, 2001
  - (3) One-third vests on the first, second and third anniversary of the Grant Date.

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(4) One-third of the options vest on the first, second and third anniversaries of the grant date.

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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