

COCA-COLA ENTERPRISES, INC.  
 Form 4  
 January 04, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**HUMANN L PHILLIP**

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)  
**12/31/2010**

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

**ATLANTA, GA 30339**

(City) (State) (Zip)

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

**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)
				Code V Amount (A) or (D) Price			
Common Stock	01/09/2011		A	46 A \$ 25.91	18,107	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	(1)	12/31/2010		A	3,294	(1) (1)	Common Stock	3,294 \$
Quarterly DSU Award	(2)	01/01/2011		A	1,198	(2) (2)	Common Stock	1,198 \$

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HUMANN L PHILLIP  
 2500 WINDY RIDGE PARKWAY  
 14TH FLOOR  
 ATLANTA, GA 30339

X

## Signatures

Suzanne N. Forlidas,  
 attorney-in-fact

01/04/2011

\_\_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) Phantom stock units acquired pursuant to a deferred compensation agreement between reporting person and Company and/or increases to the Director's phantom stock credits under the Deferred Compensation Plan for nonemployee Directors due to deemed reinvestments of hypothetical dividends thereunder. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.

(2) Phantom stock units credited to the reporting person's Quarterly DSU Award account under the Deferred Compensation Plan for Nonemployee Directors. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board.

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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