

COCA COLA ENTERPRISES INC  
Form S-8  
May 04, 2005

Registration No. 333-\_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

***COCA-COLA ENTERPRISES INC.***

(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of incorporation

or organization)

**58-0503352**  
(IRS Employer Identification No.)

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**

(Address of principal executive offices, including Zip Code)

**COCA-COLA ENTERPRISES INC.**

**STOCK DEFERRAL PLAN**

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(As Amended and Restated Effective May 1, 2004)

(Full title of the Plan)

**John J. Culhane, Esq.**

**Executive Vice President and General Counsel**

**Coca-Cola Enterprises Inc.**

**2500 Windy Ridge Parkway**

**Atlanta, GA 30339**

(Name and address of agent for service)

**Telephone number, including area code, of agent for service: (770) 989-3000**

**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be Registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Coca-Cola Enterprises Inc. Common Stock, \$1.00 par value	556,000 shares	\$20.415 (1)	\$11,350,740 (1)	\$1,336 (1)

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(1) Determined in accordance with Rule 457(c) under the Securities Act of 1933, based on the average of the high and low prices reported on the New York Stock Exchange on May 2, 2005.

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Except for portion revised and included below, the contents of the Registration Statements on Form S-8 (Registration Nos. 333-77805 and 333-118404) are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.**

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

(a) the Registrant's Annual Report on Form 10-K filed pursuant to Section 13 of the Securities Exchange Act of 1934 for its fiscal year ended December 31, 2004;

(b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2004;

(c) the description of the Registrant's common stock to be offered hereby which is contained in the registration statement filed under Section 12 of the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated hereby by reference and to be a part hereof from the date of filing of such documents.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 3rd day of May, 2005.

COCA-COLA ENTERPRISES INC.

(Registrant)

JOHN R. ALM\*

John R. Alm

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this report has been signed by the following persons in the capacities and on the dates indicated.

JOHN R. ALM* _____ (John R. Alm)	President, Chief Executive Officer and a Director (principal executive officer)	May 3, 2005
SHAUN B. HIGGINS* _____ (Shaun B. Higgins)	Executive Vice President and Chief Financial Officer (principal financial officer)	May 3, 2005
WILLIAM W. DOUGLAS, III* _____ (William W. Douglas, III)	Vice President, Controller and Principal Accounting Officer (principal accounting officer)	May 3, 2005
LOWRY F. KLINE* _____ (Lowry F. Kline)	Director	May 3, 2005
_____ (Fernando Aguirre)	Director	
JAMES E. COPELAND, JR.* _____ (James E. Copeland, Jr.)	Director	May 3, 2005



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CALVIN DARDEN*	Director	May 3, 2005
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(Calvin Darden)		
J. ALEXANDER M. DOUGLAS, JR.	Director	May 3, 2005
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(J. Alexander M. Douglas, Jr.)		
J. TREVOR EYTON*	Director	May 3, 2005
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(J. Trevor Eyton)		
GARY P. FAYARD*	Director	May 3, 2005
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(Gary P. Fayard)		
IRIAL FINAN*	Director	May 3, 2005
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(Irial Finan)		
MARVIN J. HERB*	Director	May 3, 2005
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(Marvin J. Herb)		
L. PHILLIP HUMANN*	Director	May 3, 2005
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(L. Phillip Humann)		
SUMMERFIELD K. JOHNSTON, III. *	Director	May 3, 2005
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(Summerfield K. Johnston, III.)		
PAULA R. REYNOLDS*	Director	May 3, 2005
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(Paula R. Reynolds)		

\*By: /S/ JOHN J. CULHANE  
John J. Culhane

Attorney-in-Fact

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
23	Consent of Ernst & Young LLP.
24.1	Powers of Attorney.
24.2	Resolution of the Board of Directors.