

COCA COLA ENTERPRISES INC
 Form 4
 December 21, 2005

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 *
 ALM JOHN R

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)
 PO BOX 723040
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Executive Officer

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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | V | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--------------------------------------------------|------------------------------|------------------|-----------------|---|-----------------|-----------------------|------------------|-----------------|--------------|
| | | | | | (A) | (D) | | | |
| 1999/2000 Premium Services Option (right to buy) | <u>(1)</u> | 12/14/2005 | <u>G</u> (2) | V | | 360,000 | 12/14/2000 | 12/14/2009 | Common Stock |
| 2001 Stock Option (right to buy) | <u>(3)</u> | 12/14/2005 | <u>G</u> (2) | V | | 310,800 | 01/02/2002 | 01/02/2011 | Common Stock |
| 1999/2000 Premium Service Options (right to buy) | <u>(1)</u> | 12/14/2005 | <u>G</u> (2) | V | 360,000 | | 12/14/2000 | 12/14/2009 | Common Stock |
| 2001 Stock Option (right to buy) | <u>(3)</u> | 12/14/2005 | G | V | 310,800 | | 01/02/2002 | 01/02/2001 | Common Stock |
| 1999/2000 Premium Service Options (right to buy) | <u>(1)</u> | 12/14/2005 | G | V | | 360,000 <u>(5)</u> | 12/14/2000 | 12/14/2009 | Common Stock |
| 2001 Stock Option (right to buy) | <u>(3)</u> | 12/14/2005 | G | V | | 310,800 <u>(5)</u> | 01/02/2002 | 01/02/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALM JOHN R PO BOX 723040 ATLANTA, GA 30339 | | | Chief Executive Officer | |

Signatures

E. Liston Bishop, III Attorney-in-Fact for John
R. Alm

12/21/2005

__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) Options exercisable in tranches of 120,000 shares at \$20.80, \$23.92 and \$27.58.

The reporting person transferred these employee stock options to the Alm Family Limited Partnership, LLLP, a limited liability limited partnership of which the reporting person and his wife are the sole limited partners and Alm LLC is the sole general partner. The reporting person's wife is a member and the sole manager of Alm LLC.

(3) Options are exercisable in tranches of 103,600 shares at \$22.57, \$24.83 and \$27.31.

(4) The reported employee stock options are owned directly by Alm Family Limited Partnership, LLLP, and indirectly by Alm LLC, as general partner, and the reporting person's wife as member and the sole manager of Alm LLC.

(5) Represents gift of limited liability partnership interests in Alm Family Limited Partnership, LLLP by the reporting person and his wife to a trust. The reporting person disclaims beneficial ownership of the employee stock options held by the Alm Family Limited Partnership, LLLP except to the extent of his pecuniary interest therein.

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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