





**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Officers**

At the annual meeting of the shareowners of Coca-Cola Enterprises Inc., which occurred on April 24, 2007, the shareowners approved the company's 2007 Incentive Award Plan. The plan is designed to provide incentive compensation to key employees of the company, including its named executive officers. Incentive awards may be provided in the form of cash bonuses and grants of restricted stock, restricted stock units, performance shares, stock options and stock appreciation rights. The plan is attached as Exhibit 10.1. The form of agreement under with restricted stock units may be made to named executive officers is attached as Exhibits 10.2.

**Item 9.01(d). Exhibits**

- 10.1 Coca-Cola Enterprises Inc. 2007 Incentive Award Plan
- 10.2 Form of Restricted Stock Unit Award Agreement (Senior Officers) in connection with the 2007 Incentive Award Plan

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COCA-COLA ENTERPRISES INC.**  
(Registrant)

Date: April 30, 2007

By: /S/ JOHN J. CULHANE  
John J. Culhane  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

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