

COCA-COLA EUROPEAN PARTNERS US, LLC  
 Form 4  
 June 01, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**DARDEN CALVIN**

2. Issuer Name and Ticker or Trading Symbol  
**COCA-COLA EUROPEAN PARTNERS US, LLC [CCE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/28/2016**

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

**2500 WINDY RIDGE PARKWAY, 14TH FLOOR**

(Street)

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

**ATLANTA, GA 30339**

(City) (State) (Zip)

**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)
Common Stock	05/28/2016		M	(A) Amount 5,208 (1)	\$ 0 (1) 5,208	D	
Common Stock	05/28/2016		M	(A) Amount 4,377 (1)	\$ 0 (1) 9,585	D	
Common Stock	05/28/2016		M	(A) Amount 11,160 (1)	\$ 0 (1) 20,745	D	
Common Stock	05/28/2016		M	(A) Amount 5,762 (1)	\$ 0 (1) 26,507	D	
Common Stock	05/28/2016		M	(A) Amount 4,876 (1)	\$ 0 (1) 31,383	D	

Edgar Filing: COCA-COLA EUROPEAN PARTNERS US, LLC - Form 4

Common Stock	05/28/2016	M	31,521 (1)	A	\$ 0 (1)	62,904	D
Common Stock	05/28/2016	M	18,593 (1)	A	\$ 0 (1)	81,497	D
Common Stock	05/28/2016	D	81,497 (2)	D	\$ 0 (2)	0	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)

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. Amount or Number of Shares
2006 Director Restricted Stock Unit Awards	(3)	05/28/2016		M	5,208	(3) (3)	Common Stock	5,208
2007 Director Restricted Stock Unit Awards	(3)	05/28/2016		M	4,377	(3) (3)	Common Stock	4,377
2008 Director Restricted Stock Unit Awards	(3)	05/28/2016		M	11,160	(3) (3)	Common Stock	11,160
2009 Director Restricted Stock Unit Awards	(3)	05/28/2016		M	5,762	(3) (3)	Common Stock	5,762

2010 DSU Award	(3)	05/28/2016	M	4,876	(3)	(3)	Common Stock	4,876
Phantom Stock	(4)	05/28/2016	M	31,521	(4)	(4)	Common Stock	31,521
Quarterly DSU Award	(3)	05/28/2016	M	18,593	(3)	(3)	Common Stock	18,593

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARDEN CALVIN 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	X			

## Signatures

Suzanne N. Forlidas,  
attorney-in-fact

06/01/2016

\*\*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) Represents phantom stock units which became fully vested and were settled for shares of Common Stock immediately prior to the consummation of the Merger, as defined below.
- 81,497 shares of Common Stock were disposed of at the effective time of the merger of Coca-Cola Enterprises, Inc. (the "Company") with and into Coca-Cola European Partners US, LLC, formerly known as Orange MergeCo, LLC ("MergeCo"), on May 28, 2016 (the "Merger"), pursuant to a merger agreement, dated as of August 6, 2015, by and among the Company, Coca-Cola European Partners plc, formerly known as Spark Orange Limited and Coca-Cola European Partners Limited ("CCEP"), Coca-Cola European Partners Holdings US, Inc., formerly known as Orange U.S. HoldCo, LLC, and MergeCo in exchange for (i) 81,497 validly issued, fully paid, non-assessable ordinary shares, nominal value ?0.01 per share, of CCEP and (ii) cash consideration of \$14.50 per share of Common Stock.
- (3) 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.
- (4) Phantom stock units acquired pursuant to a deferred compensation agreement between reporting person and Company, increases to the Director's phantom stock credits under the Deferred Compensation Plan for nonemployee Directors due to deemed reinvestments of hypothetical dividends and/or the aggregation of fractional share units not previously reported. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.