

COCA COLA ENTERPRISES INC
 Form 4
 November 15, 2004

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 *
 HERB MARVIN J

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)

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

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

1000 HART ROAD, SUITE 201

11/08/2004

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

BARRINGTON HILLS, IL 60010

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2004		G ⁽¹⁾		232,189	A	\$ 0	7,185,971	I	By Self as Trustee of Revocable Trust
Common Stock	11/08/2004		G ⁽¹⁾		232,189	D	\$ 0	1,767,811	I	MJH 2003 Trust, spouse sole trustee
Common Stock	11/11/2004		S		6,340	D	\$ 21.5652	8,150,000	I	By MJH Investments Ltd., M.J. Herb, gp

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Common Stock	11/11/2004	S	5,680	D	\$ 21.5652	0	I	Herb Family 1998 Gift Trust (12/10/1998)
Common Stock	11/11/2004	S	460	D	\$ 21.5652	0	I	Herb Family Descendants Trust (12/10/98)
Common Stock						6,244,114	I	By Herbco II, LLC, Judith Ann Herb, wife
Common Stock						1,500,000	I	By Hondo Trading LP, M.J. Herb gen. part

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERB MARVIN J 1000 HART ROAD, SUITE 201	X			

BARRINGTON HILLS, IL 60010

Signatures

By: E. Liston Bishop III,
Attorney-in-Fact

11/12/2004

__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) Transfer by the grantor retained annuity trust (GRAT) to the grantor, as beneficiary of the GRAT. The transfer was made in partial payment of an annuity owing to the grantor under the GRAT.

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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