

COCA COLA ENTERPRISES INC
 Form 4
 December 07, 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 *
KLIN LOWRY F

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)
SUITE 700, 2500 WINDY RIDGE PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2004

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

ATLANTA, GA 30339

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

(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)
				Code V Amount (D) Price			
Common Stock	12/06/2004		M ⁽¹⁾	18,600 A \$ 5.9584	280,419	D	
Common Stock	12/06/2004		S ⁽¹⁾	1,800 D \$ 20.95	278,619	D	
Common Stock	12/06/2004		S ⁽¹⁾	1,300 D \$ 20.96	277,319	D	
Common Stock	12/06/2004		S ⁽¹⁾	100 D \$ 20.98	277,219	D	
Common Stock	12/06/2004		S ⁽¹⁾	1,400 D \$ 20.99	275,819	D	

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Common Stock	12/06/2004	S ⁽¹⁾	2,000	D	\$ 21	273,819	D
Common Stock	12/06/2004	S ⁽¹⁾	3,000	D	\$ 21.01	270,819	D
Common Stock	12/06/2004	S ⁽¹⁾	400	D	\$ 21.02	270,419	D
Common Stock	12/06/2004	S ⁽¹⁾	8,600	D	\$ 21.11	261,819	D

Common Stock						6,772	I	By 401(k) and Supplement MESIP
Common Stock						500	I	By Spouse

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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
1995 Stock Option Plan	\$ 5.9584	12/06/2004		M ⁽¹⁾	18,600	01/03/1996 01/03/2005	Common Stock	18,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINE LOWRY F SUITE 700	X		Chairman	

2500 WINDY RIDGE PARKWAY
ATLANTA, GA 30339

Signatures

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

12/06/2004

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) Transaction pursuant to 10b5-1 plan entered into by filer 11/2/2004 effective as of 12/2/2004.

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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