

COCA COLA ENTERPRISES INC  
Form S-8 POS  
August 24, 2007

Registration No. 33-44448

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

***COCA-COLA ENTERPRISES INC.***

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**58-0503352**

(IRS Employer Identification No.)

2500 Windy Ridge Parkway, Atlanta, Georgia 30339  
(Address of principal executive offices, including Zip Code)

COCA-COLA ENTERPRISES INC.  
1991 MANAGEMENT  
STOCK OPTION PLAN  
(Full title of the plan)

John J. Culhane, Esq.  
Executive Vice President and General Counsel  
Coca-Cola Enterprises Inc.  
2500 Windy Ridge Parkway  
Atlanta, GA 30339  
(Name and address of agent for service)

(770) 989-3000  
(Telephone number, including area code, of agent for service)



This Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 33-44448) (the “Registration Statement”) of Coca-Cola Enterprises Inc. (the “Company”), which was filed with the Securities and Exchange Commission on December 18, 1991. The Registration Statement registered 3,000,000 shares (adjusted to 9,000,000 shares by a subsequent stock split) of the Company’s common stock, par value \$1.00 per share, for issuance pursuant to the Coca-Cola Enterprises Inc. 1991 Management Stock Option Plan (the “Plan”).

The Plan has been terminated. Pursuant to an undertaking made by the Company in the Registration Statement, the Company hereby removes from registration the 1,504,619 shares of common stock of the Company that had not been issued upon termination of the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 20th day of August, 2007.

COCA-COLA ENTERPRISES INC.

(Registrant)

By: JOHN F. BROCK\*

John F. Brock,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>JOHN F. BROCK*</u> _____ (John F. Brock)	President, Chief Executive Officer and a Director (principal executive officer)	August 20, 2007
---	--	-----------------

<u>WILLIAM W. DOUGLAS III*</u> _____ (William W. Douglas III)	Senior Vice President and Chief Financial Officer (principal financial officer)	August 20, 2007
---	--	-----------------

<u>CHARLES D. LISCHER*</u> _____ (Charles D. Lischer)	Vice President, Controller and Chief Accounting Officer (principal accounting officer)	August 20, 2007
---	--	-----------------

<u>FERNANDO AGUIRRE*</u> _____ (Fernando Aguirre)	Director	August 20, 2007
---	----------	-----------------

<u>JAMES E. COPELAND, JR.*</u> _____ (James E. Copeland, Jr.)	Director	August 20, 2007
---	----------	-----------------

<u>CALVIN DARDEN*</u> _____ (Calvin Darden)	Director	August 20, 2007
---	----------	-----------------

<u>GARY P. FAYARD*</u> _____ (Gary P. Fayard)	Director	August 20, 2007
---	----------	-----------------

IRIAL  
FINAN\*  
\_\_\_\_\_  
(Irial Finan) Director August 20, 2007

MARVIN J.  
HERB\*  
\_\_\_\_\_  
(Marvin J. Herb) Director August 20, 2007

L. PHILLIP  
HUMANN\*  
\_\_\_\_\_  
(L. Phillip Humann) Director August 20, 2007

DONNA A.  
JAMES\*  
\_\_\_\_\_  
(Donna A. James) Director August 20, 2007

3

---

THOMAS H. JOHNSON\*  
(Thomas H. Johnson) Director August 20, 2007

LOWRY F. KLINE\*  
(Lowry F. Kline) Director August 20, 2007

CURTIS R. WELLING\*  
(Curtis R. Welling) Director August 20, 2007

\*By: /s/ JOHN J. CULHANE  
Mr. John J. Culhane  
Attorney-in-Fact

EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
24.1	Powers of Attorney
24.2	Resolution of the Board of Directors