

PATTERSON SUZANNE D
Form 4
May 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
PATTERSON SUZANNE D

2. Issuer Name and Ticker or Trading Symbol
COCA-COLA ENTERPRISES, INC.
[CCE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Controller & CAO

(Last) (First) (Middle)
2500 WINDY RIDGE
PARKWAY, 14TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2012		A		33,424	A	\$ 0 ⁽¹⁾
Common Stock	04/30/2012		F		11,919	D	\$ 29.95 ⁽²⁾
Common Stock	04/30/2012		M		8,466	A	\$ 24.4 ⁽³⁾
Common Stock	04/30/2012		S		8,466	D	\$ 30 ⁽⁴⁾
	05/02/2012		S		21,505	D	0

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- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with reporting person's 2008 performance share unit award.
- (3) These options were exercised pursuant to a 10b5-1 trading plan.
- (4) These shares were sold pursuant to a 10b5-1 trading plan.
- (5) Reflected price is a weighted average of prices ranging from \$29.33 to \$29.60.
- (6) Options vest 33% per year from November 4, 2010.

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.