

COCA COLA ENTERPRISES INC
Form 4
May 22, 2007

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 *
HIGGINS SHAUN B

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)
05/21/2007

____ Director
 Officer (give title below) _____ Other (specify below)
Exe VP & President, Europe Grp

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	05/21/2007		M ⁽¹⁾	V	20,400	A	\$ 18.656	270,400	D	
Common Stock	05/21/2007		M ⁽¹⁾	V	34,000	A	\$ 18.094	304,400	D	
Common Stock	05/21/2007		M ⁽¹⁾	V	61,400	A	\$ 16.11	365,800	D	
Common Stock	05/21/2007		S ⁽¹⁾	D	115,800	D	\$ 23	250,000	D	
Common Stock								9,078	I	By 401(k) and Supplemental

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 Underlying Security (Instr. 3 and 4)
2000 Grant 1999 Premium/Svc. Options - Tranch 1	\$ 18.094	05/21/2007		M ⁽¹⁾	34,000	12/14/2000 12/14/2009	Common Stock
2001 Stock Option - Subgrant 1	\$ 18.656	05/21/2007		M ⁽¹⁾	20,400	01/02/2002 ⁽²⁾ 01/02/2011	Common Stock
2002 Stock Option Grant (right to buy)	\$ 16.11	05/21/2007		M ⁽¹⁾	61,400	02/01/2003 02/01/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGGINS SHAUN B SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339			Exe VP & President, Europe Grp	

Signatures

By: E. Liston Bishop III,
Attorney-in-Fact 05/22/2007

**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) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 1, 2007.
- (2) 25% per year after one, two, three and four years, measured from January 2, 2001

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.