

COCA-COLA ENTERPRISES, INC.
 Form 4
 November 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Brock John

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)
 2500 WINDY RIDGE
 PARKWAY, 14TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2015

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

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 or Price		
Common Stock	11/02/2015		M		218,807 A \$ 14.19	997,850	D
Common Stock	11/02/2015		S ⁽¹⁾		218,807 D \$ 51.2456	779,043	D
Common Stock	11/03/2015		G ⁽³⁾	V	492 D \$ 0	778,551	D
Common Stock	11/03/2015		G ⁽³⁾	V	655 D \$ 0	777,896	D
	11/03/2015		G ⁽³⁾	V	9,824 D \$ 0	768,072	D

Common Stock							
Common Stock				110,500 ⁽⁴⁾	I		Brock 2014 GRAT
Common Stock				387,372 ⁽⁵⁾	I		Brock 2015 GRAT
Common Stock				43,490	I		Brock Descendants Trust
Common Stock				50,600	I		Brock Trust, by spouse as trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2006 Special Stock Option Awards	\$ 14.19	11/02/2015		M ⁽⁶⁾	218,807	04/25/2007	04/25/2016	Common Stock	218,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brock John 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339	X		Chairman and CEO	

Signatures

Suzanne N. Forlidas,
attorney-in-fact

11/03/2015

__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) These shares were sold pursuant to a 10b5-1 trading plan.
- (2) The 218,807 shares were sold through separate trades, with the sale prices ranging from \$51.04 to \$51.52, and a weighted average sale price of \$51.2456.
- (3) Gift to charitable organization of shares owned by reporting person, pursuant to a 10b5-1 trading plan.
- (4) The reporting person transferred 110,500 shares to a grantor retained annuity trust (GRAT). As he is the trustee of such GRAT, the shares are indirectly owned by him.
- (5) The reporting person transferred 387,372 shares to a grantor retained annuity trust (GRAT). As he is the trustee of such GRAT, the shares are indirectly owned by him.
- (6) These options were exercised pursuant to a 10b5-1 trading plan.

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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