

COCA COLA ENTERPRISES INC  
Form S-8 POS  
March 01, 2005

Registration No. 33-38771

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST EFFECTIVE 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.)

or organization)

**2500 Windy Ridge Parkway, Atlanta, Georgia 30339**

(Address of principal executive offices, including Zip Code)

**COCA-COLA ENTERPRISES INC.**

**1990 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)**

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

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**DEREGISTRATION**

The Registration Statement on Form S-8 (Registration No. 33-38771) (the Registration Statement ) of Coca-Cola Enterprises Inc. (the Company ) pertaining to the registration of 6,000,000 shares (adjusted for a three-for-one stock split on May 1, 1997) of the Company s common stock in connection with the Company s 1990 Management Stock Option Plan (the Plan ) was filed with the Securities and Exchange Commission on January 31, 1991. The Company has terminated the Plan, and 3,339,919 shares registered in connection with the Plan were never issued. Pursuant to an undertaking made by the Company in the Registration Statement, the Company hereby removes 3,339,919 shares from registration.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 1st day of March, 2005.

COCA-COLA ENTERPRISES INC.

(Registrant)

JOHN R. ALM\*

John R. Alm

President and Chief Executive Officer

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

JOHN R. ALM* _____ (John R. Alm)	President, Chief Executive Officer and a Director (principal executive officer)	March 1, 2005
SHAUN B. HIGGINS* _____ (Shaun B. Higgins)	Executive Vice President and Chief Financial Officer (principal financial officer)	March 1, 2005
WILLIAM W. DOUGLAS, III* _____ (William W. Douglas, III)	Vice President, Controller and Principal Accounting Officer (principal accounting officer)	March 1, 2005
LOWRY F. KLINE* _____ (Lowry F. Kline)	Director	March 1, 2005
JOHN L. CLENDENIN* _____ (John L. Clendenin)	Director	March 1, 2005
JAMES E. COPELAND, JR.* _____ (James E. Copeland, Jr.)	Director	March 1, 2005
CALVIN DARDEN* _____ (Calvin Darden)	Director	March 1, 2005
J. TREVOR EYTON*	Director	March 1, 2005

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(J. Trevor Eyton)

GARY P. FAYARD\*

Director

March 1, 2005

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(Gary P. Fayard)

MARVIN J. HERB\*

Director

March 1, 2005

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(Marvin J. Herb)

L. PHILLIP HUMANN\*

Director

March 1, 2005

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(L. Phillip Humann)

JOHN E. JACOB\*

Director

March 1, 2005

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(John E. Jacob)

JEAN-CLAUDE KILLY\*

Director

March 1, 2005

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(Jean-Claude Killy)

PAULA R. REYNOLDS\*

Director

March 1, 2005

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(Paula R. Reynolds)

\*By: /S/ JOHN J. CULHANE  
John J. Culhane

Attorney-in-Fact

**EXHIBIT INDEX**

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