JOHNSON THOMAS H Form 4/A

April 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 5

obligations may continue. See Instruction 1(b).

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 * JOHNSON THOMAS H

2. Issuer Name and Ticker or Trading Symbol

COCA-COLA ENTERPRISES, INC.

[CCE]

(Last) (First) (Middle)

P. O. BOX 421549

(Street)

ATLANTA, GA 30342

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

04/03/2012

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

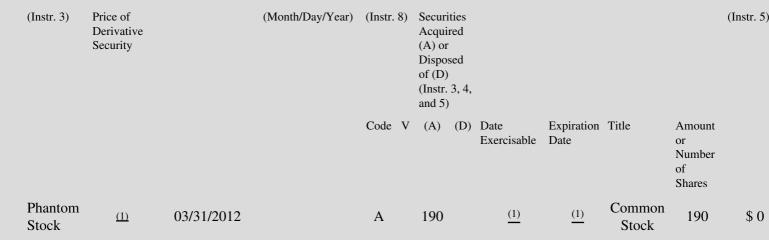
1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and **Expiration Date** Transactionof Derivative (Month/Day/Year) Code

7. Title and Amount of 8. Price **Underlying Securities** Derivati (Instr. 3 and 4) Security

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON THOMAS H P. O. BOX 421549 ATLANTA, GA 30342	X			

Signatures

Suzanne N. Forlidas, attorney-in-fact 04/05/2012

**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).

Phantom stock units acquired pursuant to a deferred compensation agreement between reporting person and Company, increases to the Director's phantom stock credits under the Deferred Compensation Plan for nonemployee Directors due to deemed reinvestments of

(1) hypothetical dividends and/or the aggregation of fractional share units not previously reported. Payment of the number of shares credited to the account occurs upon the Director's departure from the Board. Filer incorrectly reported on April 3, 2012 the acquisition of 197 stock units; however, the correct number of stock units for this transaction is 190.

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.

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