HERB MARVIN J Form 4

December 14, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HERB MARVIN J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

COCA COLA ENTERPRISES INC

(Check all applicable)

[CCE]

(First) (Middle)

1000 HART ROAD, SUITE 201

3. Date of Earliest Transaction

(Instr. 8)

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

(Month/Day/Year)

12/13/2004

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

BARRINGTON HILLS, IL 60010

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

Reported Transaction(s) (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 4. 5. Number of 6. Date Exercisable and TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date** Conversion (Month/Day/Year) Security or Exercise Code Securities any

7. Title and A

Underlying So

(Instr. 3 and 4

### Edgar Filing: HERB MARVIN J - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
2003 Stock Appreciation Rights Grant	\$ 21.945	12/13/2004		D		5,000	02/03/2004	02/03/2013	Common Stock
2003 Stock Options Award	\$ 21.945	12/13/2004		A	5,000		02/03/2005(2)	02/03/2014	Common Stock
2004 Stock Appreciation Right	\$ 23.61	12/13/2004		D		7,500	02/26/2005	02/26/2014	Common Stock
2004 Stock Option Grant (right to buy)	\$ 23.61	12/13/2004		A	7,500		02/26/2005(2)	02/26/2014	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HERB MARVIN J 1000 HART ROAD, SUITE 201 BARRINGTON HILLS, IL 60010	X						

## **Signatures**

By: E. Liston Bishop III, Attorney-in-Fact

Attorney-in-Fact 12/14/2004

\*\*Signature of Reporting Person

## **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) Stock Appreciation Rights were cancelled and exchanged for stock options with the same exercise price and vesting schedule.

Date

(2) One-third per year after one, two and three years, measured from grant date; or upon death, disability or retirement.

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.

Reporting Owners 2