

COCA COLA ENTERPRISES INC

Form 4/A

January 13, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN HOUTEN G DAVID JR

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, SUITE 700

(Street)

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

06/22/2004

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

Exec VP & Chief Oper Off

ATLANTA, GA 30339

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/22/2004

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 (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 Beneficial Ownership (Instr. 4)
Common Stock	06/22/2004		S ⁽¹⁾	31,575 D	\$ 29 298,047	D	
Common Stock	06/22/2004		M ⁽¹⁾	31,575 A	\$ 9.0209 329,622	D	
Common Stock					59,689	I	By 401(k) and Supplement MESIP

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

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
1996 Performance Action - Plan 18	\$ 9.0209	06/22/2004		M	31,575	01/02/1996 01/02/2006	Common Stock	31,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN HOUTEN G DAVID JR 2500 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339			Exec VP & Chief Oper Off	

Signatures

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

01/13/2005

__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 sales reported on this Form 4 all were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 14, 2004, effective as of June 14, 2004

Remarks:

Form amended to include exercise of 31,575 options which was omitted on the original filing in error.

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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