

COCA COLA ENTERPRISES INC  
 Form 5  
 March 05, 2003  
 SEC Form 5

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| <p><b>FORM 5</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported<br/>                 [X] Form 4 Transactions Reported</p>   | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response. . . . . 0.5</p>   |
| <p>1. Name and Address of Reporting Person*<br/> <b>Probasco, Jr., Scott L.</b></p> <hr/> <p>(Last) (First) (Middle)<br/> <b>Suite 1600</b><br/> <b>736 Market Street</b></p> <hr/> <p>(Street)<br/> <b>Chattanooga, TN 37401</b></p> <hr/> <p>(City) (State) (Zip)<br/> <b>USA</b></p> | <p>2. Issuer Name and Ticker or Trading Symbol<br/> <b>Coca-Cola Enterprises Inc. CCE</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> <hr/> <p>4. Statement for Month/Day/Year<br/> <b>December 31, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>                           | <p>6. Relationship of Reporting Person(s) to Issuer<br/>                 (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____</p> <p><input type="checkbox"/> 10% Owner _____</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Director Emeritus</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing<br/> <input type="checkbox"/> Joint/Group Filing</p> |

**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 (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--|---|---|
|                                 |                                      |  |                                | Amount  <br>A/D   Price  |  |   |   |

If the form is filed by more than one reporting person, see instruction 4(b)(v). 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. (over) SEC 2270 (7-02)

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**Form 5 (continued)**

**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 | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable(DE) and Expiration Date(ED) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of | 11. Nature of Indirect Beneficial Ownership |
|--|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|---|--|---------------------------------|---|-----------------------|---|
|  |                                    |                     |                                   |                     |                                    |   |  |                                 |   |                       |   |

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|                            | Derivative Security | (Month/Day/Year) | (Month/Day/Year) | Acquired (A) or Disposed (D) Of<br>(Instr. 3,4 and 5) | (Month/Day/Year)        | (Instr. 3 and 4)      | (Instr.5) | Owned at End of Year (Instr.4) | Derivative Security: Direct (D) or Indirect (I) (Instr.4) | (Instr.4) |
|----------------------------|---------------------|------------------|------------------|---|-------------------------|-----------------------|-----------|--------------------------------|---|-----------|
|                            |                     |                  |                  |   | (DE)   (ED)             |                       |           |                                |   |           |
| Phantom Stock              | 1 for 1             | 07/09/2001       |                  | A4 (A) 19   | (1)   (1)               | Common Stock - 19     | \$16.6350 |                                | D   |           |
| Phantom Stock              | 1 for 1             | 10/16/2001       |                  | A4 (A) 20   | (1)   (1)               | Common Stock - 20     | \$15.8400 |                                | D   |           |
| Phantom Stock              | 1 for 1             | 12/18/2001       |                  | A4 (A) 17   | (1)   (1)               | Common Stock - 17     | \$19.0650 |                                | D   |           |
| Call Option (right to buy) | \$20.00             | 01/18/2002       |                  | S4 (D) 200  | 12/22/1999   01/18/2002 | Common Stock - 20,000 |           | 0                              | D   |           |
| Phantom Stock              | 1 for 1             | 02/13/2002       |                  | A (A) 138   | (1)   (1)               | Common Stock - 138    | \$16.6750 |                                | D   |           |
| Phantom Stock              | 1 for 1             | 02/19/2002       |                  | A (A) 19  | (1)   (1)               | Common Stock - 19     | \$16.8150 |                                | D   |           |
| Phantom Stock              | 1 for 1             | 04/15/2002       |                  | A (A) 17  | (1)   (1)               | Common Stock - 17     | \$18.6700 |                                | D   |           |
| Phantom Stock              | 1 for 1             | 07/16/2002       |                  | A (A) 17  | (1)   (1)               | Common Stock - 17     | \$19.2850 | 14,234                         | D   |           |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: E. Liston Bishop III, Attorney-in-Fact for Scott L. Probasco, Jr.**

**03-05-2003**

\*\* Signature of Reporting Person

D ate

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Power of Attorney**

see Instruction 6 for procedure.

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required to respond unless the form displays a currently valid OMB number.

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**Form 5 (continued)**

**FOOTNOTE Descriptions for Coca-Cola Enterprises Inc. CCE**

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**Scott L. Probasco, Jr.**  
**Suite 1600**  
**736 Market Street**  
**Chattanooga, TN 37401**

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**Explanation of responses:**

**(1) Phantom Stock acquired pursuant to a deferred compensation agreement between the reporting person and the Company. Payment of the number of shares or the value thereof credited to the account occurs following retirement from the board of directors.**