CAHILLANE STEVEN A

Form 4 October 04, 2010

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations

may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

CAHILLANE STEVEN A Sy			er Name and		umg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) SUITE 700 PARKWA	(First) (I				Director 10% Owner Other (give title Other (specify below) Exec. VP, Pres, NABU				
ATLANTA	(Street)		d(Month/Day/Year)			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) Tal	ole I - Non-De	rivative Sec	urities Acqu	uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		oosed of (D) and 5) (A) or	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)		
Common Stock	10/02/2010		D(1)(2)	128,125	D \$0	0	D		

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date 3A. Deemed (Month/Day/Year) 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
2007 Special Stock Option Grant	\$ 24.59	10/02/2010		D(3)(4)	225,000	0 10/01/2010	10/01/2017	Common Stock	22.
2007 Stock Option Award (right to buy)	\$ 25.81	10/02/2010		D <u>(3)</u>	45,200	10/31/2008(5)	10/31/2017	Common Stock	45
2008 Stock Option Award	\$ 9.82	10/02/2010		D <u>(3)</u>	165,867	<u>(6)</u>	10/30/2018	Common Stock	16
2009 Stock Option Award	\$ 19.11	10/02/2010		D <u>(3)</u>	129,300	<u>(7)</u>	11/04/2012	Common Stock	12

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAHILLANE STEVEN A SUITE 700 2500 WINDY RIDGE PARKWAY ATLANTA, GA 30339

Exec. VP, Pres, NABU

Signatures

By: William T. Plybon,

Attorney-in-Fact 10/04/2010

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among Issuer, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC, (the "Merger Agreement"), all shares of the Issuer's common stock owned by Reporting

- (1) Person were cancelled in exchange for an equal number shares of common stock of International CCE Inc., which will be renamed Coca-Cola Enterprises, Inc., ("ICCE") common stock per share of Coca-Cola Enterprises Inc. common stock, which exchange will occur on October 2, 2010 at 12:01 a.m. (the "Effective Time").
- (2) Includes 113,125 restricted stock units which, pursuant to the Merger Agreement, were cancelled as of the Effective Time and converted to a restricted share unit with respect to The Coca-Cola Company stock.
- (3) Pursuant to the Merger Agreement, each outstanding option to purchase a share of Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase The Coca-Cola Company common stock
- Pursuant to the Merger Agreement, each outstanding option to purchase a share of Issuer's common stock was cancelled at the Effective Time and converted to an option to purchase ICCE common stock
- (5) Options vest 33% per year from October 31, 2007.
- (6) Options vested 33% per year from October 30, 2008.
- (7) Options vest 33% per year from November 4, 2009.

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.