

COCA-COLA EUROPEAN PARTNERS US, LLC
 Form 4
 June 01, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PARKER JOHN R JR

2. Issuer Name and Ticker or Trading Symbol
 COCA-COLA EUROPEAN PARTNERS US, LLC [CCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Counsel

2500 WINDY RIDGE PARKWAY, 14TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30339

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 05/28/2016 | | D | (1) 123,068 \$ 0 (1) | 0 | D | |
| Common Stock | 05/28/2016 | | D | (2) 1,566 \$ 0 (2) | 0 | I | By Spouse |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER JOHN R JR 2500 WINDY RIDGE PARKWAY 14TH FLOOR ATLANTA, GA 30339 | | | Sr. VP, General Counsel | |

Signatures

Suzanne N. Forlidas,
attorney-in-fact

06/01/2016

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).

123,068 shares of Common Stock were disposed of at the effective time of the merger of Coca-Cola Enterprises, Inc. (the "Company") with and into Coca-Cola European Partners US, LLC, formerly known as Orange MergeCo, LLC ("MergeCo"), on May 28, 2016 (the "Merger"), pursuant to a merger agreement, dated as of August 6, 2015, by and among the Company, Coca-Cola European Partners plc, (1) formerly known as Spark Orange Limited and Coca-Cola European Partners Limited ("CCEP"), Coca-Cola European Partners Holdings US, Inc., formerly known as Orange U.S. HoldCo, LLC, and MergeCo in exchange for (i) 123,068 validly issued, fully paid, non-assessable ordinary shares, nominal value ?0.01 per share, of CCEP and (ii) cash consideration of \$14.50 per share of Common Stock.

1,566 shares of Common Stock were disposed of at the effective time of the merger of Coca-Cola Enterprises, Inc. (the "Company") with and into Coca-Cola European Partners US, LLC, formerly known as Orange MergeCo, LLC ("MergeCo"), on May 28, 2016 (the "Merger"), pursuant to a merger agreement, dated as of August 6, 2015, by and among the Company, Coca-Cola European Partners plc, (2) formerly known as Spark Orange Limited and Coca-Cola European Partners Limited ("CCEP"), Coca-Cola European Partners Holdings US, Inc., formerly known as Orange U.S. HoldCo, LLC, and MergeCo in exchange for (i) 1,566 validly issued, fully paid, non-assessable ordinary shares, nominal value ?0.01 per share, of CCEP and (ii) cash consideration of \$14.50 per share of Common Stock.

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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