

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1980-01-02**  
SEC Accession No. **0000807985-95-000028**

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### SUBJECT COMPANY

#### **COCA COLA ENTERPRISES INC**

CIK: **804055** | IRS No.: **580503352** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-38029** | Film No.: **95508977**  
SIC: **2086** Bottled & canned soft drinks & carbonated waters

Mailing Address  
*PO BOX 1778  
ATLANTA GA 30301*

Business Address  
*COCA COLA PLZ NW  
ATLANTA GA 30313  
4046762100*

### FILED BY

#### **SOUTHEASTERN ASSET MANAGEMENT INC/TN/**

CIK: **807985** | IRS No.: **620951781** | State of Incorporation: **TN** | Fiscal Year End: **1231**  
Type: **SC 13G**

Mailing Address  
*860 RIDGELAKE BLVD  
STE 301  
MEMPHIS TN 38120*

Business Address  
*860 RIDGELAKE BLVD STE  
301  
MEMPHIS TN 38120*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

Coca-Cola Enterprises, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class and Securities)

191219104

-----  
(CUSIP Number of Class of Securities)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. See Rule 13d-7).

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (10-88)

(Continued on following page(s))

## (1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

## (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

## (3) SEC USE ONLY

## (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
WITH

: (5) SOLE VOTING POWER

: (Discretionary Accounts)

: 7,189,577 shares

: (6) SHARED OR NO VOTING POWER

: 1,324,700 shares (Shared)

112,500 shares (No Vote)

: (7) SOLE DISPOSITIVE POWER

: 7,189,577 shares

: (8) SHARED OR NO DISPOSITIVE  
POWER

: 1,324,700 shares (Shared)

112,500 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)

8,626,777 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

## (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6 %

## (12) TYPE OF REPORTING PERSON

IA

CUSIP No. 191219104

13G

(1) NAMES OF REPORTING PERSONS

O. Mason Hawkins

I.D. No. 257-72-3256

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of United States

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
WITH

: (5) SOLE VOTING POWER  
: (Discretionary Accounts)

: None

: (6) SHARED VOTING POWER

: None

: (7) SOLE DISPOSITIVE POWER

: None

: (8) SHARED DISPOSITIVE POWER

: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3 )

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

(12) TYPE OF REPORTING PERSON

IN

Item 1.

(a). Name of Issuer: Coca-Cola Enterprises Inc.  
("Issuer")

(b). Address of Issuer's Principal Executive Offices:

Coca-Cola Plaza, NW  
Atlanta, GA 30313

Item 2.

(a) and (b). Names and Principal Business Addresses of  
Persons Filing:

(1). Southeastern Asset Management, Inc.  
6075 Poplar Ave., Suite 900  
Memphis, TN 38119

(2). Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6075 Poplar Ave., Suite 900  
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee  
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the  
"Securities").

(e). Cusip Number: 191219104

Item 3. If this statement is filed pursuant to Rules 13d-1  
(b) or 13d-2 (b), check whether the person filing is a:

(e). Investment Advisor registered under Section 203 of

the Investment Advisers Act of 1940. This statement is being filed by Southeastern Asset Management, Inc. as a registered investment adviser. All of the securities covered by this report are owned legally by Southeastern's investment advisory clients and none are owned directly or indirectly by Southeastern. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Southeastern Asset Management, Inc. is the beneficial owner of any of the securities covered by this statement.

- (g). Parent Holding Company. This statement is also being filed by Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

- (a). Amount Beneficially Owned:

8,626,777 shares

- (b). Percent of Class:

6.6 %

Above percentage is based on 130,346,684 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q as of November 7, 1994.

- (c). Number of shares as to which such person has:

- (i). sole power to vote or to direct the vote:

7,189,577 shares

- (ii). shared power or no power to vote or to direct the vote:

Shared: 1,324,700 shares.

Securities owned by Longleaf Partners Fund, a series of Longleaf Partners Funds Trust, formerly Southeastern Asset Management Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

No power to vote: 112,500 shares

(iii). sole power to dispose or to direct the disposition of:

7,189,577 shares

(iv). shared power or no power to dispose or to direct the disposition of:

Shared - 1,324,700 shares.

Securities owned by Longleaf Partners Fund, a series of Longleaf Partners Funds Trust, formerly Southeastern Asset Management Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

None - 112,500 shares

Item 5. Ownership of Five Percent or Less of a Class: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 6, 1995

Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

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Charles D. Reaves

Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of the 6th day of February, 1995.



Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

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Charles D. Reaves  
Vice President & General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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