

CUMMINGS ALEXANDER B JR
 Form 4
 May 01, 2012

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 *
 CUMMINGS ALEXANDER B JR

2. Issuer Name and Ticker or Trading Symbol
 COCA COLA CO [KO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President

THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2012

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 30313

(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)
			Code	V	Amount or Price		
Common Stock, \$.25 Par Value	04/27/2012		M		70,741 A \$ 49.8	70,741	D
Common Stock, \$.25 Par Value	04/27/2012		M		14,259 A \$ 41.185	85,000	D
Common Stock, \$.25 Par	04/27/2012		S ⁽¹⁾		85,000 D \$ 76	0	D

Value

Common
Stock,
\$.25 Par
Value

99,304

I

By Trust
(2)

Common
Stock,
\$.25 Par
Value

7,775 (3)

I

By 401(k)
Plan

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

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(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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.8	04/27/2012		M	70,741	<u>(4)</u> 12/17/2013	Common Stock, \$.25 Par Value	70,741
Employee Stock Option (Right to Buy)	\$ 41.185	04/27/2012		M	14,259	<u>(5)</u> 12/13/2015	Common Stock, \$.25 Par Value	14,259
Hypothetical Shares	\$ 0 <u>(6)</u>					<u>(7)</u> <u>(7)</u>	Common Stock, \$.25 Par Value	9,770

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CUMMINGS ALEXANDER B JR
THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Executive Vice President

Signatures

/s/ Alexander B.
Cummings Jr.

04/27/2012

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on February 25, 2012.
- (2) Shares held in a trust of which the reporting person and his wife are the sole trustees and beneficiaries.
- (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of April 26, 2012.
- (4) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (5) Option (with tax withholding right) granted on December 14, 2005 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (6) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (7) There is no data applicable with respect to the hypothetical shares.
- (8) As of April 26, 2012.

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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