

COCA COLA CO

Form 4

May 13, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CUMMINGS ALEXANDER B JR

(Last) (First) (Middle)

THE COCA-COLA
COMPANY, ONE COCA-COLA
PLAZA

(Street)

ATLANTA, GA 30313

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

COCA COLA CO [KO]

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

05/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Executive Vice President

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

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	(A) or (D)	Price		
Common Stock, \$.25 Par Value	05/09/2014		M		19,760	A	\$ 26.7031	68,282	D
Common Stock, \$.25 Par Value	05/09/2014		M		20,000	A	\$ 27.1719	88,282	D
Common Stock, \$.25 Par	05/09/2014		S		39,760	D	\$ 40.84	48,522	D

Value

Common
Stock,
\$.25 Par
Value

198,608

I

By Trust
(1)Common
Stock,
\$.25 Par
Value

16,922 (2)

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)	\$ 26.7031	05/09/2014		M	19,760	(3) 10/20/2014	Common Stock, \$.25 Par Value	19,760
Employee Stock Option (Right to Buy)	\$ 27.1719	05/09/2014		M	20,000	(4) 02/15/2015	Common Stock, \$.25 Par Value	20,000
Hypothetical Shares	\$ 0 (5)					(6) (6)	Common Stock, \$.25 Par Value	23,310

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Reporting Owners

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

Executive Vice President

Signatures

/s/ Gloria K. Bowden, attorney-in-fact for Alexander B.
Cummings Jr.

05/13/2014

__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) Shares held in a trust of which the reporting person and his wife are the sole trustees and beneficiaries.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of May 9, 2014.
- (3) Grant (with tax withholding right) was awarded on October 21, 1999. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (4) Grant (with tax withholding right) was awarded on February 16, 2000. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (5) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (6) There is no data applicable with respect to the hypothetical shares.
- (7) As of May 9, 2014.

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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