

Waller Kathy N
Form 4
February 20, 2018

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 *
Waller Kathy N

(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)

02/15/2018

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 VP, CFO

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 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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock, \$.25 Par Value | 02/15/2018 | | A | (A) or (D) Amount 65,331 (1) | \$ 0 165,887 | D | |
| Common Stock, \$.25 Par Value | 02/16/2018 | | F | (A) or (D) Amount 11,092 (2) | \$ 45.18 154,795 | D | |
| Common Stock, \$.25 Par Value | | | | | 16,648 (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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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 44.475 | 02/15/2018 | | A | 151,061 | (4) 02/15/2028 | Common Stock, \$.25 Par Value 151,061 |
| Hypothetical Shares | (5) | | | | | (6) (6) | Common Stock, \$.25 Par Value 8,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Waller Kathy N THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313 | Executive VP, CFO |

Signatures

/s/ Kathy N.
Waller 02/19/2018

__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).

These shares represent common stock of The Coca-Cola Company issuable upon vesting of performance share units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the 2015-2017 performance period. These performance share units vest in February 2019.

(2)

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Represents shares withheld to satisfy tax liabilities upon the vesting of performance share units issued on February 16, 2017 under the 2014-2016 performance share unit program.

- (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 15, 2018.
- (4) Option (with tax withholding right) granted on February 15, 2018 under The Coca-Cola Company 2014 Equity Plan. One-fourth of grant becomes exercisable on each of 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 February 15, 2018.

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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