

COCA COLA CO
Form 4
February 22, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOUGLAS J ALEXANDER 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)

02/18/2016

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 below) ____ Other (specify 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)
Common Stock, \$.25 Par Value	02/18/2016		A	15,047 (1)	A \$ 0 202,971	D	
Common Stock, \$.25 Par Value	02/22/2016		M	32,000	A \$ 29.0725 234,971	D	
Common Stock, \$.25 Par	02/22/2016		S(2)	32,000	D \$ 44 202,971	D	

Value

Common
Stock,
\$.25 Par
Value

2,800

I

By Wife

Common
Stock,
\$.25 Par
Value10,836 ⁽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 A Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 43.515	02/18/2016		A		156,987		<u>(4)</u>	02/17/2026	Common Stock, \$.25 Par Value
Employee Stock Option (Right to Buy)	\$ 29.0725	02/22/2016		M		32,000		<u>(5)</u>	02/20/2018	Common Stock, \$.25 Par Value
Hypothetical Shares	<u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock, \$.25 Par Value

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

DOUGLAS J ALEXANDER JR
THE COCA-COLA COMPANY

Executive Vice President

ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Signatures

/s/ J. Alexander
Douglas, Jr.

02/22/2016

__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).
- (1) Represents common stock of The Coca-Cola Company issuable upon the release of performance share units that were earned by the reporting person when the performance metric underlying performance share units granted for the 2015 performance period was met.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on November 18, 2015.
- (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 17, 2016.
- (4) Option (with tax withholding right) granted on February 18, 2016 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) Option (with tax withholding right) granted on February 21, 2008 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on 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 February 17, 2016.

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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