

COCA COLA CO
Form 4
February 20, 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 *
Quincey James

(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)

02/18/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group 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	02/18/2014		F ⁽¹⁾	16,898 D	\$ 37.685	20,192	D
Common Stock, \$.25 Par Value					44,678	I	By Wife
Common Stock, \$.25 Par					668 ⁽²⁾	I	By 401(k) Plan

Value

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)	8. Price Paid for Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Hypothetical Shares	\$ 0 ⁽³⁾					<u>(4)</u>	<u>(4)</u>	Common Stock, \$.25 Par Value	36

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Quincey James THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313	Group President

Signatures

/s/ Gloria K. Bowden, attorney-in-fact for James
Quincey

02/20/2014

 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).

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Represents shares withheld to satisfy tax liabilities upon the vesting of (i) restricted stock units issued under the 2010-2012 performance

- (1) share unit program, and (ii) a one-time award of restricted stock units issued on February 17, 2011 under The Coca-Cola Company 1989 Restricted Stock Award Plan.

- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 14, 2014.

- (3) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.

- (4) There is no data applicable with respect to the hypothetical shares.

- (5) As of February 14, 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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