Kent Ahmet Muhtar Form 4

# February 25, 2013

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

Symbol

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

Issuer

69,688 (4)

Ι

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

COCA COLA CO [KO]

1(b).

Common

(Print or Type Responses)

Kent Ahmet Muhtar

1. Name and Address of Reporting Person \*

				COCA COLA CO [RO]				(Check all applicable)				
	(Last) THE COCA COMPANY PLAZA	(First) -COLA , ONE COCA-	(Middle)	3. Date of (Month/D 02/21/20	ay/Year		ansaction			X Director X Officer (give below)	10%	Owner er (specify
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  ATLANTA, GA 30313						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
	(City)	(State)	(Zip)	Table	e I - Noi	n-D	erivative Se	curitie	es Acqu	iired, Disposed of	, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.)	8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	osed o		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
	Common Stock, \$.25 Par Value	02/21/2013			A		305,100 (1)	A	\$0	394,780	D	
	Common Stock, \$.25 Par Value									129,000 (2)	I	By Trust
	Common Stock, \$.25 Par Value									134,000 (3)	I	By Wife's Trust

By 401(k)

Stock, \$.25
Par Value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha	
Employee Stock Option (Right to Buy)	\$ 37.61	02/21/2013		A	1,912,351	<u>(5)</u>	02/20/2023	Common Stock, \$.25 Par Value	1,9	
Hypothetical Shares	\$ 0 (6)					<u>(7)</u>	<u>(7)</u>	Common Stock, \$.25 Par Value	۷	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Kent Ahmet Muhtar								
THE COCA-COLA COMPANY	X		Chairman & CEO					
ONE COCA-COLA PLAZA	Λ		Chairman & CEO					
ATLANTA, GA 30313								

### **Signatures**

/s/ Gloria K. Bowden, attorney-in-fact for Muhtar Kent 02/25/2013

\*\*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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- These shares represent common stock of The Coca-Cola Company issuable upon vesting of restricted stock units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the 2010-2012 performance period.
- These shares are held in trust for the benefit of the reporting person's wife and children. An independent trust company is trustee of the (2) trust. The filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (3) These shares are held in trust for the benefit of the reporting person and his children. An independent trust company is trustee of the trust.
- (4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 20, 2013.
- Option (with tax withholding right) granted on February 21, 2013 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes 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 February 20, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.