

COCA COLA CO
Form 4
February 26, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
02/24/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.25 Par Value | 02/24/2015 | | M | | 171,800 | A | \$ 31.9975 |
| | | | | | | | 196,495 |
| Common Stock, \$.25 Par Value | 02/24/2015 | | S | | 171,800 | D | \$ 42.2486 (1) |
| | | | | | | | 24,695 |
| Common Stock, \$.25 Par | 02/26/2015 | | M | | 114,784 | A | \$ 34.3525 |
| | | | | | | | 139,479 |

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| | | | | | | | | |
|--------------------------------|------------|---|---------|---|-----------------------------|----------------|---|----------------|
| Value | | | | | | | | |
| Common Stock, \$0.25 Par Value | 02/26/2015 | S | 114,784 | D | \$ 42.2564 <u>(2)</u> | 24,695 | D | |
| Common Stock, \$0.25 Par Value | | | | | | 44,678 | I | By Wife |
| Common Stock, \$0.25 Par Value | | | | | | 688 <u>(3)</u> | I | By 401(k) Plan |

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.

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 31.9975 | 02/24/2015 | | M | 171,800 | <u>(4)</u> 02/16/2021 | Common Stock, \$0.25 Par Value 171,800 |
| Employee Stock Option (Right to Buy) | \$ 34.3525 | 02/26/2015 | | M | 114,784 | <u>(5)</u> 02/15/2022 | Common Stock, \$0.25 Par Value 114,784 |
| Hypothetical Shares | \$ 0 <u>(6)</u> | | | | | <u>(7)</u> <u>(7)</u> | Common Stock, \$0.25 Par Value 3 |

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 | 02/26/2015 |
| **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) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$42.18 to \$42.33. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price. Cancel
 - (2) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$42.25 to \$42.29. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
 - (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 23, 2015.
 - (4) Options (with tax withholding right) granted on February 17, 2011 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
 - (5) Option (with tax withholding right) granted on February 16, 2012 under The Coca-Cola Company 1999 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 23, 2015.

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.