

Kelly Geoffrey J
Form 3
August 01, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kelly Geoffrey J | | (Month/Day/Year) | COCA COLA CO [(KO)] | |
| (Last) | (First) | 07/21/2005 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| THE COCA-COLA COMPANY,Â ONE COCA-COLA PLAZA, N.W. | | | | |
| (Street) | | | (Check all applicable) | |
| ATLANTA,Â GAÂ 30313 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior VP & General Counsel | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, \$.25 par value | 17,061 | D ⁽¹⁾ | Â |
| Common Stock, \$.25 par value | 12,947 ⁽²⁾ | I | By 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-------------------------------|----------------------------|------------------------------|---|---|
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 10/17/2005 | Common Stock, \$.25 par value | 16,600 | \$ 35.625 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 10/16/2006 | Common Stock, \$.25 par value | 10,000 | \$ 48.875 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 10/15/2007 | Common Stock, \$.25 par value | 9,900 | \$ 59.75 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 10/14/2008 | Common Stock, \$.25 par value | 13,900 | \$ 65.875 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 12/17/2013 | Common Stock, \$.25 par value | 25,250 | \$ 49.8 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 10/20/2014 | Common Stock, \$.25 par value | 16,630 | \$ 53.4062 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 12/15/2014 | Common Stock, \$.25 par value | 56,750 | \$ 41.27 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(10)</u> | 02/15/2015 | Common Stock, \$.25 par value | 20,000 | \$ 54.3437 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(11)</u> | 10/17/2015 | Common Stock, \$.25 par value | 30,000 | \$ 57.8437 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(12)</u> | 05/29/2016 | Common Stock, \$.25 par value | 45,000 | \$ 48.21 | D | Â |

| | | | | | | | |
|--------------------------------------|--------|------------|-------------------------------|--------|-----------|---|-----------------------------------|
| Employee Stock Option (right to buy) | Â (13) | 12/17/2017 | Common Stock, \$.25 par value | 19,688 | \$ 44.655 | D | Â |
| Hypothetical shares | Â (14) | Â (14) | Common Stock, \$.25 par value | 1,947 | \$ (15) | I | By Supplemental Benefit Plan (16) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|-------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Kelly Geoffrey J THE COCA-COLA COMPANY ONE COCA-COLA PLAZA, N.W. ATLANTA, GA 30313 | Â | Â | Â Senior VP & General Counsel | Â | |

Signatures

/s/ Kelly,
Geoffrey J. 07/29/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Exhibit Index - Exhibit No. 24 - Power of Attorney
- (2) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of July 21, 2005.
- (3) Grant (with tax withholding right) was awarded on October 18, 1995. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (4) Grant (with tax withholding right) was awarded on October 17, 1996. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (5) Grant (with tax withholding right) was awarded on October 16, 1997. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (6) Grant (with tax withholding right) was awarded on October 15, 1998. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (7) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (8) Grant (with tax withholding right) was awarded on October 21, 1999. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (9) Option (with tax withholding right) granted on December 16, 2004 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (10) Grant (with tax withholding right) was awarded on February 16, 2000. Grant became exercisable in its entirety on the third anniversary of the grant date.

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- (11) Grant (with tax withholding right) was awarded on October 18, 2000. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (12) Option (with tax withholding right) granted on May 30, 2001 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (13) Option (with tax withholding right) granted on December 18, 2002 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (14) There is no data applicable with respect to the hypothetical shares.
- (15) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (16) As of July 21, 2005.

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.