Wilson Jerry S Jr Form 4 February 28, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wilson Jerry S Jr

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

COCA COLA CO [KO]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner _X__ Officer (give title Other (specify

THE COCA-COLA COMPANY, ONE COCA-COLA 02/24/2012

Senior Vice President

(Check all applicable)

PLAZA

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Applicable Line)

below)

ATLANTA, GA 30313

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti omr Dispose (Instr. 3, 4)	ed of (D)	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	02/24/2012		M	38,749	A	\$ 43.2	85,173	D	
Common Stock, \$.25 Par Value	02/24/2012		M	17,300	A	\$ 55.535	102,473	D	
Common Stock, \$.25 Par	02/24/2012		M	19,900	A	\$ 63.995	122,373	D	

Edgar Filing: Wilson Jerry S Jr - Form 4

T 7	
Vai	1110

Common Stock, \$.25 Par Value	02/24/2012	S	75,949	D	\$ 68.8435	46,424	D	
Common Stock, \$.25 Par Value						11,929	I	By wife
Common Stock, \$.25 Par Value						9,297 (2)	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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 (Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Employee Stock Option (Right to Buy)	\$ 43.2	02/24/2012		M	38,749	(3)	02/18/2019	Common Stock, \$.25 Par Value	38,74
Employee Stock Option (Right to Buy)	\$ 55.535	02/24/2012		M	17,300	<u>(4)</u>	02/17/2020	Common Stock, \$.25 Par Value	17,30
Employee Stock Option (Right to Buy)	\$ 63.995	02/24/2012		M	19,900	<u>(5)</u>	02/16/2021	Common Stock, \$.25 Par Value	19,90
	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>		4,759

Hypothetical Shares

Common Stock, \$.25 Par Value

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilson Jerry S Jr THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313

Senior Vice President

Signatures

/s/ Jerry S. 02/27/2012 Wilson, Jr.

**Signature of Date
Reporting Person

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).
- 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 \$68.8401 to \$68.86. 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.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 21, 2012.
- Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- Option (with tax withholding right) granted on February 18, 2010 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.
- Options (with tax withholding right) granted on February 17, 2011 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 21, 2012.

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.

Reporting Owners 3