

COCA COLA CO
Form 4
December 10, 2014

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 *
TRIPODI JOSEPH V

(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)
12/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Vice 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	12/08/2014		M		140,000	A	\$ 29.0725
Common Stock, \$.25 Par Value	12/08/2014		M		166,500	A	\$ 21.6
Common Stock, \$.25 Par	12/08/2014		S ⁽¹⁾		306,500	D	\$ 43.3955 <u>(2)</u>

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Value								
Common Stock, \$0.25 Par Value	12/09/2014	M	75,000	A	\$ 21.6	164,709	D	
Common Stock, \$0.25 Par Value	12/09/2014	S ⁽¹⁾	75,000	D	\$ 41.9704 ⁽³⁾	89,709	D	
Common Stock, \$0.25 Par Value						1,392	I	By Wife as Trustee ⁽⁴⁾
Common Stock, \$0.25 Par Value						696	I	By Trust ⁽⁵⁾
Common Stock, \$0.25 Par Value						8,944 ⁽⁶⁾	I	By 401(k) Plan

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

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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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 29.0725	12/08/2014		M	(A) 140,000	⁽⁷⁾ 02/20/2018	02/20/2018	Common Stock, \$0.25 Par Value	140,000
Employee Stock Option (Right to Buy)	\$ 21.6	12/08/2014		M	(A) 166,500	⁽⁸⁾ 02/18/2019	02/18/2019	Common Stock, \$0.25 Par	166,500

Buy)								Value	
Employee Stock Option (Right to Buy)	\$ 21.6	12/09/2014	M	75,000	(8)	02/18/2019		Common Stock, \$.25 Par Value	75,000
Hypothetical Shares	(9)				(10)	(10)		Common Stock, \$.25 Par Value	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIPODI JOSEPH V THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Executive Vice President	

Signatures

/s/ Joseph V.
Tripodi

12/10/2014

**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).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on November 5, 2014.
- (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 \$43.35 to \$43.625. 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) 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 \$41.68 to \$42.12. 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. Due to an administrative error in executing the transaction, the broker credited to the reporting person's account the difference between the weighted average sale price of the aggregate number of shares that were sold by the reporting person and \$43.61 per share.
- (4) These shares are held by trusts for the benefit of the reporting person's two children.
- (5) These shares are held by a trust in which the reporting person is the trustee for the benefit of the reporting person's son.
- (6) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of December 5, 2014.
- (7) Option (with tax withholding right) granted on February 21, 2008 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (8) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.

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- (9) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (10) There is no data applicable with respect to the hypothetical shares.
- (11) As of December 5, 2014.

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.