

ROBINSON JAMES D III
Form 4
April 04, 2007

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 *
ROBINSON JAMES D III

2. Issuer Name and Ticker or Trading Symbol
COCA COLA CO [(KO)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

RRE INVESTORS, LLC, 126 EAST 56TH STREET, 22ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10022

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|----------|
| | | | Code | V | Amount or Price (\$) | | | | | |
| Common Stock, \$.25 par value | 09/21/2006 | | S ⁽¹⁾ | | 13,200 | D | 44.2 <u>(1)</u> | 31,600 | I | By Trust |
| Common Stock, \$.25 par value | | | | | | | | 32,227 | D | |

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

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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. 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Stock Units | (2) | 04/02/2007 | | A | 147.7039 (3) | (4) (4) | Common Stock, \$.25 par value 147.7039 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROBINSON JAMES D III
RRE INVESTORS, LLC
126 EAST 56TH STREET, 22ND FLOOR
NEW YORK, NY 10022

X

Signatures

By: /s/ Carol C. Hayes,
Attorney-in-Fact

04/04/2007

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).

The reporting person contributed common stock of The Coca-Cola Company to an exchange fund in exchange for shares of the exchange fund. The common stock of The Coca-Cola Company was valued at \$44.20 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.

(1) fund. The common stock of The Coca-Cola Company was valued at \$44.20 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.

(2) Each phantom stock unit is economically equivalent to one share of Common Stock.

(3) Phantom stock units accrued as a result of crediting phantom dividends.

(4) The phantom stock units were accrued under The Coca-Cola Company Deferred Compensation Plan for Non-Employee Directors and are to be settled 100% in cash after the reporting person leaves the Board.

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.