

Anderson Harry L
Form 4
February 22, 2010

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 *
Anderson Harry L

(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)
02/18/2010

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 below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock, \$.25 Par Value	02/18/2010		A	10,683 ⁽¹⁾	A \$ 0 34,602	D ⁽²⁾	
Common Stock, \$.25 Par Value	02/18/2010		A	100 ⁽³⁾	A \$ 0 34,702	D	
Common Stock, \$.25 Par Value					1,277 ⁽⁴⁾	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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(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
Employee Stock Option (Right to Buy)	\$ 55.535	02/18/2010		A	70,700	(5) 02/17/2020		Common Stock, \$.25 Par Value	70,700
Hypothetical Shares	(6)					(7) (7)		Common Stock, \$.25 Par Value	4,070

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Harry L THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Senior Vice President	

Signatures

/s/ Harry L.
Anderson

02/22/2010

**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) These shares of restricted stock were issued in connection with the attainment of the performance criterion underlying performance share units granted in December 2006.

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- (2) Exhibit Index - Exhibit No. 24 - Power of Attorney
- (3) A one-time award of shares of restricted stock was issued under The Coca-Cola Company 1989 Restricted Stock Award Plan and vests 100% on August 18, 2010. These shares remain restricted until separation from the Company.
- (4) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of February 17, 2010.
- (5) 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 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 17, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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