DOUGLAS J ALEXANDER JR

Form 4

February 22, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Ad DOUGLAS		_	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)	3. Date of Earliest Transaction	(Check all applicable)			
THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA		A-COLA	(Month/Day/Year) 02/17/2011	Director 10% Owner Officer (give titleX Other (specify below) Group President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, GA 30313			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquire Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Communi			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, \$.25 Par Value	02/17/2011		A	26,733 (1)	A	\$0	125,193	D	
Common Stock, \$.25 Par Value							1,201	I	By Wife As Trustee
Common Stock, \$.25 Par Value							4,137 <u>(2)</u>	I	By 401(k) Plan

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

Edgar Filing: DOUGLAS J ALEXANDER JR - Form 4

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

SEC 1474 (9-02)

number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Employee Stock Option (Right to Buy)	\$ 63.995	02/17/2011		A	224,900	(3)	02/16/2021	Common Stock, \$.25 Par Value	224,
Hypothetical Shares	\$ 0 (4)					<u>(5)</u>	<u>(5)</u>	Common Stock, \$.25 Par Value	6,8

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

DOUGLAS J ALEXANDER JR THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313

Group President

Signatures

/s/ Alexander J. 02/18/2011 Douglas Jr.

**Signature of Reporting Date

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).
- These shares represent common stock of The Coca-Cola Company issuable upon vesting of restricted stock units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the 2008-2010 performance period.

(2)

Reporting Owners 2

Edgar Filing: DOUGLAS J ALEXANDER JR - Form 4

Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of February 16, 2011.

- (3) Option (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.
- (4) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (5) There is no data applicable with respect to the hypothetical shares.
- (6) As of February 16, 2011.

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.