

Anderson Harry L
Form 4
September 12, 2011

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

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 (Month/Day/Year)
09/08/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ATLANTA, GA 30313

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$.25 Par Value	09/08/2011		M	16,500	A	\$ 49.8	60,066	D
Common Stock, \$.25 Par Value	09/08/2011		S ⁽¹⁾	16,500	D	\$ 71.47	43,566	D
Common Stock, \$.25 Par Value							1,557 ⁽²⁾	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)	\$ 49.8	09/08/2011		M	16,500	<u>(3)</u>	12/17/2013	Common Stock, \$.25 Par Value	16,500
Hypothetical Shares	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock, \$.25 Par Value	5,150

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

09/08/2011

**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 March 2, 2011.

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- (2) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of September 7, 2011.
- (3) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became 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 September 7, 2011.

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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