

COCA COLA CO
Form 4
February 24, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kent Ahmet Muhtar

(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)

02/20/2014

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)

Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.25 Par Value				(A) or (D)			
			Code	V	Amount		Price
					251,618	D	
Common Stock, \$.25 Par Value					134,000	I	By Wife's Trust ⁽¹⁾
Common Stock, \$.25 Par Value					129,000	I	By Trust ⁽²⁾
Common					72,498 ⁽³⁾	I	By 401(k)

Stock, \$.25
Par Value

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 37.205	02/20/2014		A	2,382,134	⁽⁴⁾ 02/19/2024	Common Stock, \$.25 Par Value
Hypothetical Shares	\$ 0 ⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock, \$.25 Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kent Ahmet Muhtar THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313	X		Chairman & CEO	

Signatures

/s/ Muhtar Kent 02/21/2014

__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) These shares are held in trust for the benefit of the reporting person and his children. An independent trust company is trustee of the trust.

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- These shares are held in trust for the benefit of the reporting person's wife and children. An independent trust company is trustee of the
- (2) trust. The filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 19, 2014.
 - (4) Option (with tax withholding right) granted on February 20, 2014 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.
 - (5) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
 - (6) There is no data applicable with respect to the hypothetical shares.
 - (7) As of February 19, 2014.

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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