

COCA COLA CO
Form 4
December 10, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIPODI JOSEPH V

(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)

12/08/2014

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)

Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$.25 Par Value	12/08/2014		M		140,000	A	\$ 29.0725	229,709	D
Common Stock, \$.25 Par Value	12/08/2014		M		166,500	A	\$ 21.6	396,209	D
Common Stock, \$.25 Par	12/08/2014		S ⁽¹⁾		306,500	D	\$ 43.3955 ⁽²⁾	89,709	D

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Value

Common
Stock,
\$.25 Par
Value

12/09/2014

M

75,000

A

\$ 21.6

164,709

D

Common
Stock,
\$.25 Par
Value

12/09/2014

S⁽¹⁾

75,000

D

\$
41.9704
⁽³⁾

89,709

D

Common
Stock,
\$.25 Par
Value

1,392

I

By Wife
as
Trustee
⁽⁴⁾

Common
Stock,
\$.25 Par
Value

696

I

By Trust
⁽⁵⁾

Common
Stock,
\$.25 Par
Value

8,944 ⁽⁶⁾

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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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 Underlying Security (Instr. 3 and 4)	Amount Number Share
Employee Stock Option (Right to Buy)	\$ 29.0725	12/08/2014		M	140,000	⁽⁷⁾ 02/20/2018	Common Stock, \$.25 Par Value	140,000
Employee Stock Option (Right to	\$ 21.6	12/08/2014		M	166,500	⁽⁸⁾ 02/18/2019	Common Stock, \$.25 Par	166,500

Buy)

Employee
Stock Option
(Right to
Buy)

\$ 21.6

12/09/2014

M

75,000

(8)

02/18/2019

Value
Common
Stock,
\$.25 Par
Value

75,000

Hypothetical
Shares(9)(10)(10)Common
Stock,
\$.25 Par
Value

10,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

TRIPODI JOSEPH V
THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Executive Vice President

Signatures

/s/ Joseph V.
Tripodi

12/10/2014

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on November 5, 2014.

(2) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$43.35 to \$43.625. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(3) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$41.68 to \$42.12. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price. Due to an administrative error in executing the transaction, the broker credited to the reporting person's account the difference between the weighted average sale price of the aggregate number of shares that were sold by the reporting person and \$43.61 per share.

(4) These shares are held by trusts for the benefit of the reporting person's two children.

(5) These shares are held by a trust in which the reporting person is the trustee for the benefit of the reporting person's son.

(6) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of December 5, 2014.

(7) Option (with tax withholding right) granted on February 21, 2008 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.

(8) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.

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- (9) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (10) There is no data applicable with respect to the hypothetical shares.
- (11) As of December 5, 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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