

DOUGLAS J ALEXANDER JR
Form 4
October 19, 2004

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 *
DOUGLAS J ALEXANDER JR

(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)
10/15/2004

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)
			Code	V	Amount or Price		
Common Stock, \$.25 par value	10/15/2004		M		10,000 A \$ 25.375	23,018 ⁽¹⁾	D
Common Stock, \$.25 par value	10/15/2004		F ⁽²⁾		3,737 D \$ 39.26	19,281	D
Common Stock, \$.25 par	10/15/2004		F ⁽³⁾		3,290 D \$ 39.25	15,991	D

value

Common Stock, \$.25 par value 2,623 ⁽⁴⁾ I By 401(k) plan

Common Stock, \$.25 par value 1,201 ⁽⁵⁾ I By wife as trustee

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

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.375	10/15/2004		M	10,000	⁽⁶⁾ 10/18/2004	Common Stock, \$.25 par value	10,000
Hypothetical shares	\$ 0 ⁽⁷⁾					⁽⁸⁾ ⁽⁸⁾	Common Stock, \$.25 par value	1,733

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS J ALEXANDER JR THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Senior Vice President	

Signatures

By: Carol C. Hayes,
Attorney-in-Fact

10/19/2004

__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) Exhibit Index - Exhibit No. 24 - Power of Attorney
- (2) Includes 3,173 shares delivered to pay the option exercise price and 564 shares withheld by Issuer for payment of taxes on the option exercise with respect to 4,910 options.
- (3) Shares delivered to pay the option exercise price with respect to 5,090 options.
- (4) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of October 15, 2004.
- (5) These shares are held by trusts for the benefit of the Reporting Person's four children.
- (6) Grant (with tax withholding right) was awarded on October 19, 1994. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (7) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (8) There is no data applicable with respect to the hypothetical shares.
- (9) As of October 15, 2004.

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.