

KEOUGH DONALD R /NY
Form 4
April 03, 2012

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 *
KEOUGH DONALD R /NY

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)
200 GALLERIA
PARKWAY, SUITE 970

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
ATLANTA, GA 30339

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

(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					
Common Stock, \$.25 Par Value	04/01/2011		G ⁽¹⁾	V	420,088	D	\$ 0	420,088	I	By LLCs ⁽²⁾
Common Stock, \$.25 Par Value	12/31/2011		G ⁽³⁾	V	420,088	D	\$ 0	420,088	I	By LLCs ⁽⁴⁾
Common Stock, \$.25 Par Value								4,484,000	D	
Common Stock, \$.25								6,000	I	By Trust ⁽⁵⁾

Par Value

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
Phantom Stock Units	\$ 0 ⁽⁶⁾	03/30/2012		A	1,874.88 ⁽⁷⁾	⁽⁸⁾ ⁽⁸⁾	Common Stock, \$.25 Par Value 1,874.88

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOUGH DONALD R /NY 200 GALLERIA PARKWAY SUITE 970 ATLANTA, GA 30339	X			

Signatures

/s/ Gloria K. Bowden, Attorney-in-Fact for Donald R. Keough

04/03/2012

**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 reporting person transferred his economic interest in two limited liability companies to his wife thereby giving her sole investment control over the shares held by these two limited liability companies. The reporting person has previously reported beneficial ownership of 420,088 shares held by three limited liability companies in which the reporting person owned an economic interest. Following the transfer, the reporting person remained the indirect owner of all 420,088 shares held by the three limited liability companies.
- (2) The reporting person's wife has investment control over the shares held by two limited liability companies. The reporting person and his wife have investment control over the shares held by a third limited liability company. A majority of the economic interest in these

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limited liability companies is held by the reporting person's children. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by these limited liability companies except to the extent of his pecuniary interest therein.

- (3) The reporting person transferred his economic interest in a limited liability company to his wife thereby giving her sole investment control over the shares held by this limited liability company. The reporting person has previously reported beneficial ownership of 420,088 shares held by three limited liability companies in which the reporting person owned an economic interest. Following the transfer, the reporting person remained the indirect owner of all 420,088 shares held by the three limited liability companies.

- (4) The reporting person's wife has investment control over the shares held by three limited liability companies. A majority of the economic interest in these limited liability companies is held by the reporting person's children. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by these limited liability companies except to the extent of his pecuniary interest therein.

- (5) These shares are held in a trust for the benefit of the reporting person's children. A management company in which the reporting person has a significant interest is the trustee and also owns one percent of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (6) Each phantom share unit is economically equivalent to one share of Common Stock.

- (7) Consists of 1695.49 phantom share units credited to the reporting person under The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors (the "Directors' Plan") for 2012 compensation, which may include voluntary deferred compensation, and 179.39 phantom share units accrued under the Directors' Plan as a result of crediting phantom dividends.

- (8) The phantom share units credited under the Directors' Plan are settled in cash the later of (i) January 15 of the year following the year in which the reporting person leaves the Board, or (ii) six months following the date on which the reporting person leaves the Board.

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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