

RANDAZZA MARK
Form 4
July 28, 2017

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 *
RANDAZZA MARK

(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)
07/27/2017

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)
Principal Accounting Officer

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)			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				(A) or (D)	Price
Common Stock, \$.25 Par Value	07/27/2017		M			8,072	A	\$ 21.6	26,567	D	
Common Stock, \$.25 Par Value	07/27/2017		M			16,084	A	\$ 27.7675	42,651	D	
Common Stock, \$.25 Par	07/27/2017		S			24,156	D	\$ 46.0137	18,495	D	

Value

Common
Stock,
\$.25 Par
Value

14,818 ⁽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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.6	07/27/2017		M	8,072	⁽³⁾ 02/18/2019	Common Stock, \$.25 Par Value	8,072
Employee Stock Option (Right to Buy)	\$ 27.7675	07/27/2017		M	16,084	⁽⁴⁾ 02/17/2020	Common Stock, \$.25 Par Value	16,084
Hypothetical Shares	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock, \$.25 Par Value	2,928

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANDAZZA MARK THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Principal Accounting Officer	

Signatures

/s/ Mark

Randazza

07/27/2017

**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).

- 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 \$46.00 to \$46.035. 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.
- (1) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of July 26, 2017.
 - (2) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
 - (3) Option (with tax withholding right) granted on February 18, 2010 under The Coca-Cola Company 2008 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 July 26, 2017.

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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