CAHILLANE STEVEN A
Form 3
October 12, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â CAHILLANE STEVEN A
(Last) (First) (Middle)

THE COCA-COLA COMPANY,Â ONE COCA-COLA PLAZA
(Street)

ATLANTA,Â GAÂ 30313
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/02/2010

3. Issuer Name **and** Ticker or Trading Symbol
COCA COLA CO [KO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Pres/CEO, CC Refreshments USA

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, $.25 Par Value	166,061 (1)	D (2)	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (4)	10/31/2017	Common Stock, $.25 Par Value	24,312 (3)	$ 47.99	D	Â
Employee Stock Option (Right to Buy)	Â (6)	10/30/2018	Common Stock, $.25 Par Value	89,218 (5)	$ 18.26	D	Â
Employee Stock Option (Right to Buy)	Â (8)	11/04/2019	Common Stock, $.25 Par Value	69,549 (7)	$ 35.53	D	Â
Employee Stock Option (Right to Buy)	10/01/2010	10/01/2017	Common Stock, $.25 Par Value	121,025 (9)	$ 45.72	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHILLANE STEVEN A THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA,Â GAÂ 30313	Â	Â	Â	Pres/CEO, CC Refreshments USA

Signatures

/s/ Steven A. Cahillane	10/11/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 represent the common stock of The Coca-Cola Company issuable upon vesting of (1) restricted stock units granted on September 2, 2008 and (2) performance share units granted on October 30, 2008 when the reporting person was employed by Coca-Cola Enterprises Inc. ("CCE"). Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among CCE, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC (the "Merger Agreement"), outstanding restricted stock units and performance share units held by the reporting person were cancelled as of October 2, 2010 at 12:01 a.m. (the "Effective Time") and converted to that number of restricted stock units and performance share units of The Coca-Cola Company obtained by multiplying the number of restricted stock units and performance share units granted by CCE by 0.53788904.

(2) Exhibit Index - Exhibit No. 24 - Power of Attorney

(3)

These options were granted on October 31, 2007 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, the outstanding options to purchase shares of CCE's common stock were cancelled at the Effective Time and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.

(4) Options vest 33% per year from October 31, 2007.

(5) These options were granted on October 30, 2008 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, the outstanding options to purchase shares of CCE's common stock were cancelled at the Effective Time and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.

(6) Options vest 33% per year from October 30, 2008.

(7) These options were granted on November 4, 2009 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, the outstanding options to purchase shares of CCE's common stock were cancelled at the Effective Time and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.

(8) Options vest 33% per year from November 4, 2009.

(9) These options were granted on October 1, 2007 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, the outstanding options to purchase shares of CCE's common stock were cancelled at the Effective Time and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.

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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