

Kent Ahmet Muhtar
Form 4
July 21, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kent Ahmet Muhtar

(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)

07/17/2008

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) below)

President & CEO

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)
Common Stock, \$.25 par value				(A) or (D)			
			Code	V	Amount	(D)	Price
						44,400	D
Common Stock, \$.25 par value						26,994 ⁽¹⁾	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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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 50.53	07/17/2008		A		632,911		<u>(2)</u>	07/16/2018	Common Stock, \$.25 par value	632,911
Employee Stock Option (right to buy)	\$ 58.1095 <u>(3)</u>	07/17/2008		A		289,352		<u>(4)</u>	07/16/2018	Common Stock, \$.25 par value	289,352
Hypothetical shares	\$ 0 <u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock, \$.25 par value	4,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kent Ahmet Muhtar THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313	X		President & CEO	

Signatures

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

07/18/2008

**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) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of July 17, 2008.
- (2) Option (with tax withholding right) granted on July 17, 2008 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.

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- (3) The exercise price is 15% in excess of the average of the high and low market prices on July 17, 2008.
- (4) Option (with tax withholding right) granted on July 17, 2008 under The Coca-Cola Company 2008 Stock Option Plan. Grant becomes exercisable in its entirety on the fourth anniversary of the grant date.
- (5) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (6) There is no data applicable with respect to the hypothetical shares.
- (7) As of July 17, 2008.

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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