Wilson Jerry S Jr Form 4 February 28, 2012

# 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

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

1(b).

(Last)

**PLAZA** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* Wilson Jerry S Jr

(Middle)

THE COCA-COLA COMPANY, ONE COCA-COLA

(First)

(Street)

ATLANTA, GA 30313

2. Issuer Name and Ticker or Trading

Symbol

COCA COLA CO [KO]

3. Date of Earliest Transaction (Month/Day/Year) 02/24/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

| (City)                                 | (State)                                 | (Zip) Tab                                                   | ole I - Non-                           | Derivative S                                  | Secur  | rities Acquir | ed, Disposed of,                                                                                                   | or Beneficiall                                           | y Owned                                                           |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-----------------------------------------------|--------|---------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities or Dispose (Instr. 3, 4) Amount | d of ( | D)            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock,<br>\$.25 Par<br>Value | 02/24/2012                              |                                                             | M                                      | 38,749                                        | A      | \$ 43.2       | 85,173                                                                                                             | D                                                        |                                                                   |
| Common<br>Stock,<br>\$.25 Par<br>Value | 02/24/2012                              |                                                             | M                                      | 17,300                                        | A      | \$ 55.535     | 102,473                                                                                                            | D                                                        |                                                                   |
| Common<br>Stock,<br>\$.25 Par          | 02/24/2012                              |                                                             | M                                      | 19,900                                        | A      | \$ 63.995     | 122,373                                                                                                            | D                                                        |                                                                   |

#### Edgar Filing: Wilson Jerry S Jr - Form 4

| Val |    |
|-----|----|
| val | ше |

| Common<br>Stock,<br>\$.25 Par<br>Value | 02/24/2012 | S | 75,949 | D | \$<br>68.8435 | 46,424    | D |                   |
|----------------------------------------|------------|---|--------|---|---------------|-----------|---|-------------------|
| Common<br>Stock,<br>\$.25 Par<br>Value |            |   |        |   |               | 11,929    | I | By wife           |
| Common<br>Stock,<br>\$.25 Par<br>Value |            |   |        |   |               | 9,297 (2) | I | By 401(k)<br>Plan |

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V                                 | (A) (D)                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                         | Amour<br>or<br>Number<br>of Shar |
| Employee<br>Stock Option<br>(Right to<br>Buy)       | \$ 43.2                                                               | 02/24/2012                              |                                                             | M                                      | 38,749                                                                                     | (3)                                                            | 02/18/2019         | Common<br>Stock,<br>\$.25 Par<br>Value                        | 38,74                            |
| Employee<br>Stock Option<br>(Right to<br>Buy)       | \$ 55.535                                                             | 02/24/2012                              |                                                             | M                                      | 17,300                                                                                     | <u>(4)</u>                                                     | 02/17/2020         | Common<br>Stock,<br>\$.25 Par<br>Value                        | 17,30                            |
| Employee<br>Stock Option<br>(Right to<br>Buy)       | \$ 63.995                                                             | 02/24/2012                              |                                                             | M                                      | 19,900                                                                                     | <u>(5)</u>                                                     | 02/16/2021         | Common<br>Stock,<br>\$.25 Par<br>Value                        | 19,90                            |
|                                                     | <u>(6)</u>                                                            |                                         |                                                             |                                        |                                                                                            | <u>(7)</u>                                                     | <u>(7)</u>         |                                                               | 4,75                             |

Hypothetical Shares

Common Stock, \$.25 Par Value

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilson Jerry S Jr THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313

Senior Vice President

#### **Signatures**

/s/ Jerry S. 02/27/2012 Wilson, Jr.

\*\*Signature of Date
Reporting Person

### **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 \$68.8401 to \$68.86. 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.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 21, 2012.
- Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- Option (with tax withholding right) granted on February 18, 2010 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- Options (with tax withholding right) granted on February 17, 2011 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (6) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (7) There is no data applicable with respect to the hypothetical shares.
- (8) As of February 21, 2012.

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.

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