

DOUGLAS J ALEXANDER JR

Form 4

February 23, 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
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 *
DOUGLAS J ALEXANDER JR

(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)
02/21/2012

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 ____X____ Other (specify
below) below)
Group President

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 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$.25 Par Value	02/21/2012		M		12,000	A	\$ 44.655	89,611	D
Common Stock, \$.25 Par Value	02/21/2012		M		23,000	A	\$ 49.8	112,611	D
Common Stock, \$.25 Par	02/21/2012		M		17,500	A	\$ 47.84	130,111	D

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Value

Common
Stock,
\$.25 Par
Value

02/21/2012

M

92,280

A

\$ 43.2

222,391

D

Common
Stock,
\$.25 Par
Value

02/21/2012

S

144,780

D

\$
68.6829
(1)

77,611

D

Common
Stock,
\$.25 Par
Value

02/21/2012

F(2)

11,349

D

\$ 68.775

66,262

D

Common
Stock,
\$.25 Par
Value

02/21/2012

S

6,478

D

\$ 68.8
(3)

59,784

D

Common
Stock,
\$.25 Par
Value

4,377 (4)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.655	02/21/2012		M	12,000	(5) 12/17/2017	Common Stock, \$.25 Par Value	12,000
	\$ 49.8	02/21/2012		M	23,000	(6) 12/17/2013		23,000

Employee Stock Option (Right to Buy)								Common Stock, \$.25 Par Value	
Employee Stock Option (Right to Buy)	\$ 47.84	02/21/2012	M	17,500	<u>(7)</u>	02/14/2017	Common Stock, \$.25 Par Value	17,50	
Employee Stock Option (Right to Buy)	\$ 43.2	02/21/2012	M	92,280	<u>(8)</u>	02/18/2019	Common Stock, \$.25 Par Value	92,28	
Hypothetical Shares	\$ 0 <u>(9)</u>				<u>(10)</u>	<u>(10)</u>	Common Stock, \$.25 Par Value	7,86	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS J ALEXANDER JR THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313				Group President

Signatures

/s/ Alexander J.
Douglas Jr. 02/22/2012

 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 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 \$68.50 to \$68.8903. 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) Represents shares withheld to satisfy tax liabilities upon the vesting of restricted stock units issued under the 2008-2010 performance share unit program.
- (3) 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 \$68.8003 to \$68.8110. 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.
- (4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 21, 2012.
- (5)

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Option (with tax withholding right) granted on December 18, 2002 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.

- (6) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (7) Option (with tax withholding right) granted on February 15, 2007 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (8) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (9) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (10) There is no data applicable with respect to the hypothetical shares.
- (11) 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.

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