

Kent Ahmet Muhtar
 Form 4
 February 25, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Kent Ahmet Muhtar

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Last) (First) (Middle)
 THE COCA-COLA
 COMPANY, ONE COCA-COLA
 PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2013

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

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

ATLANTA, GA 30313

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock, \$.25 Par Value	02/21/2013		A		305,100 ⁽¹⁾	A	\$ 0	394,780	D	
Common Stock, \$.25 Par Value								129,000 ⁽²⁾	I	By Trust
Common Stock, \$.25 Par Value								134,000 ⁽³⁾	I	By Wife's Trust
Common								69,688 ⁽⁴⁾	I	By 401(k)

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These shares represent common stock of The Coca-Cola Company issuable upon vesting of restricted stock units that were issued to the

- (1) reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the 2010-2012 performance period.

These shares are held in trust for the benefit of the reporting person's wife and children. An independent trust company is trustee of the

- (2) trust. The filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (3) These shares are held in trust for the benefit of the reporting person and his children. An independent trust company is trustee of the trust.
- (4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 20, 2013.
- (5) Option (with tax withholding right) granted on February 21, 2013 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 20, 2013.

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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