

FAYARD GARY P

Form 4

February 25, 2013

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 *
FAYARD GARY P

(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)
02/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

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 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	02/21/2013		A		110,400 (1)	A \$ 0	188,944 D
Common Stock, \$.25 Par Value						4,054	I By wife
Common Stock, \$.25 Par						142,600	I By Holdings LLLP (2)

Value

Common
Stock,
\$.25 Par
Value

187,900 I

By
Investments
LLLP ⁽³⁾Common
Stock,
\$.25 Par
Value21,473 ⁽⁴⁾ IBy 401(k)
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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 37.61	02/21/2013		A		672,311		<u>(5)</u>	02/20/2023	Common Stock, \$.25 Par Value	672,311
Hypothetical Shares	\$ 0 <u>(6)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock, \$.25 Par Value	29,000

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

FAYARD GARY P
THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Executive Vice President & CFO

Signatures

/s/ Gloria K. Bowden, attorney-in-fact for Gary P.
Fayard

02/25/2013

__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).

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 by a limited liability limited partnership ("Holdings LLLP") of which the Family LLC is the sole general partner

- (2) and a trust for the benefit of the reporting person's wife and their children (the "Family Trust") is the sole limited partner. The reporting person's wife is trustee of the Family Trust.

These shares are held by a limited liability limited partnership ("Investments LLLP") of which a limited liability company (the "Family LLC") is the sole general partner and two trusts for the benefit of the reporting person's children are the sole limited partners. The

- (3) reporting person's children are the trustees and beneficiaries of their respective trusts. The reporting person and his wife are the sole owners of the Family LLC and the reporting person has investment control over the shares held by the Family LLC. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by Investments LLLP except to the extent of his pecuniary interest therein.

- (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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