

CAHILLANE STEVEN A
 Form 4
 February 22, 2011

FORM 4

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

OMB APPROVAL

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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 *
 CAHILLANE STEVEN A

(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)
 02/17/2011

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) ___X___ Other (specify below)
 Pres/CEO, CC Refreshments USA

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 Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	
Common Stock, \$.25 Par Value	02/17/2011		A	(1)	30,016	A	\$ 0 196,077	D
Common Stock, \$.25 Par Value	02/17/2011		A	(2)	57,448	A	\$ 0 253,525	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 63.995	02/17/2011		A	243,800	<u>(3)</u>	02/16/2021	Common Stock, \$.25 Par Value	243,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAHILLANE STEVEN A
THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Pres/CEO, CC Refreshments USA

Signatures

/s/ Steven A. Cahillane 02/21/2011

**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 the common stock of The Coca-Cola Company issuable upon vesting of performance share units granted on October 31, 2007 when the reporting person was employed by Coca-Cola Enterprises Inc. ("CCE"). Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among CCE, International CCE, Inc., The Coca-Cola Company and Cobalt

(1) Subsidiary LLC (the "Merger Agreement"), outstanding restricted stock units and performance share units held by the reporting person were cancelled as of October 2, 2010 at 12:01 a.m. (the "Effective Time") and converted to that number of restricted stock units and performance share units of The Coca-Cola Company obtained by multiplying the number of restricted stock units and performance share units granted by CCE by 0.53788904.

These shares represent the common stock of The Coca-Cola Company issuable upon vesting of performance share units granted on November 4, 2009 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, outstanding restricted stock

(2) units and performance share units held by the reporting person were cancelled as of the Effective Time and converted to that number of restricted stock units and performance share units of The Coca-Cola Company obtained by multiplying the number of restricted stock units and performance share units granted by CCE by 0.53788904.

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- (3) Option (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.

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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