

DOUGLAS J ALEXANDER JR
Form 4
January 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
12/31/2011

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) Other (specify below)
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|---|--------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock, \$.25 Par Value | 02/05/2008 | | G | V | 700 | D | \$ 0 | 501 | I | By Wife As Trustee |
| Common Stock, \$.25 Par Value | 02/05/2008 | | G | V | 700 | A | \$ 0 | 93,362 | D | |
| Common Stock, \$.25 Par Value | 05/25/2010 | | G | V | 183 | D | \$ 0 | 284 ⁽¹⁾ | I | By Wife As Trustee |
| Common Stock, \$.25 Par Value | 05/25/2010 | | G | V | 183 | A | \$ 0 | 93,545 | D | |

Stock, \$.25
Par Value

Common
Stock, \$.25 12/31/2011 F(2) 9,558 D \$ 70.405 84,090 (3) D
Par Value

Common
Stock, \$.25 4,335 (4) I By 401(k)
Par Value Plan

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Hypothetical Shares | \$ 0 (5) | | | | | (6) (6) | Common Stock, \$.25 Par Value | 7,853 |

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/ Gloria K. Bowden, attorney-in-fact for J. Alexander
Douglas Jr.

01/04/2012

__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) Includes 164 shares issued pursuant to a dividend reinvestment plan. The reporting person no longer has a reportable beneficial interest in 198 shares owned by his daughter and included in the reporting person's prior ownership reports.
- (2) Represents shares withheld to satisfy tax liabilities upon the vesting of restricted stock issued under the 2007-2009 performance share unit program.
- (3) Includes 103 shares inadvertently omitted from the reporting person's Form 3 filed on December 29, 2003.
- (4) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of December 29, 2011.
- (5) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (6) There is no data applicable with respect to the hypothetical shares.
- (7) As of December 29, 2011.

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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