

CUMMINGS ALEXANDER B JR  
 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 \*  
 CUMMINGS ALEXANDER B JR

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)  
 Executive Vice President

THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2011

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 (D) Price  |  |                                   |        |   |                |
| Common Stock, \$.25 Par Value   | 02/17/2011                           |  | A                              |   | 29,405 <sup>(1)</sup>   | A  | \$ 0                              | 63,623 | D |                |
| Common Stock, \$.25 Par Value   |                                      |  |                                |   |   |  | 63,255                            | I      |   | By Trust       |
| Common Stock, \$.25 Par Value   |                                      |  |                                |   |   |  | 7,313 <sup>(2)</sup>              | I      |   | By 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.

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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 of Underlying Security (Instr. 3 and 4) |                               |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount  |
| Employee Stock Option (Right to Buy)       | \$ 63.995  | 02/17/2011                           |  | A                              | 199,200   | (3)  | 02/16/2021  | Common Stock, \$.25 Par Value | 199,200 |
| Hypothetical Shares                        | \$ 0 (4)   |                                      |  |                                |   | (5)  | (5)   | Common Stock, \$.25 Par Value | 8,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships  |
|--|--|
| CUMMINGS ALEXANDER B JR<br>THE COCA-COLA COMPANY<br>ONE COCA-COLA PLAZA<br>ATLANTA, GA 30313 | Director 10% Owner Officer<br>Executive Vice President |

## Signatures

/s/ Alexander B. Cummings Jr. 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 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 2008-2010 performance period.
  - (2) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of February 16, 2011.

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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.
- (4) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (5) There is no data applicable with respect to the hypothetical shares.
- (6) As of February 16, 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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