

ALLEN HERBERT A
Form 4
March 03, 2010

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 *
ALLEN HERBERT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
711 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

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

NEW YORK, NY 10022

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

(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: Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$.25 Par Value	03/01/2010		P	152,080 A \$ 52.9522 (1)	3,000,000	I	Allen & Company Incorporated (2)
Common Stock, \$.25 Par Value					6,000,000	D	

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

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SEC 1474 (9-02)

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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. Filing Date			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0 ⁽³⁾					<u>(4)</u>		<u>(4)</u>		Common Stock, \$.25 Par Value	18,348.4389

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN HERBERT A 711 FIFTH AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Gloria K. Bowden, Attorney-in-Fact for Herbert A. Allen 03/02/2010

**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) The price is the weighted average purchase price of the aggregate number of shares that were purchased by the reporting person and the range of prices paid was \$52.82 to \$53.08. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Securities and Exchange Commission, the issuer, or a security holder of the issuer by the reporting person.
- (2) Shares owned by Allen & Company Incorporated ('ACI'), an affiliate of Allen Holding Inc., of which the Reporting Person is a principal shareholder. The filing of this statement shall not be deemed an admission that the Reporting Person is for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of such securities.
- (3) Each phantom share unit is economically equivalent to one share of Common Stock.
- (4) The phantom share units credited under the Directors' Plan are settled in cash the later of (i) January 15 of the year following the year in which the reporting person leaves the Board, or (ii) six months following the date on which the reporting person leaves the Board.

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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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