

FAYARD GARY P
Form 4
May 25, 2012

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 *
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)
05/16/2012

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)
Executive Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.25 Par Value | 05/16/2012 | | G | V 12,000 D \$ 0 | 110,572 | D | |
| Common Stock, \$.25 Par Value | 05/16/2012 | | G | V 12,000 A \$ 0 | 95,977 | I | By wife |
| Common Stock, \$.25 Par | 05/21/2012 | | G | V 950 ⁽¹⁾ D \$ 0 | 95,027 | I | By wife |

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| | | | | | | | | | |
|--------------------------------|------------|---|---|-----------------------|---|------|---------|---|---------------------|
| Value | | | | | | | | | |
| Common Stock, \$0.25 Par Value | 05/21/2012 | G | V | 950 ⁽¹⁾ | A | \$ 0 | 950 | I | By LLC |
| Common Stock, \$0.25 Par Value | 05/21/2012 | G | V | 1,100 ⁽²⁾ | D | \$ 0 | 109,472 | D | |
| Common Stock, \$0.25 Par Value | 05/21/2012 | G | V | 1,100 ⁽²⁾ | A | \$ 0 | 2,050 | I | By LLC |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 950 ⁽³⁾ | D | \$ 0 | 1,100 | I | By LLC |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 950 ⁽³⁾ | A | \$ 0 | 950 | I | By Investments LLLP |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 70,200 ⁽⁴⁾ | D | \$ 0 | 39,272 | D | |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 70,200 ⁽⁴⁾ | A | \$ 0 | 70,200 | I | By Holdings LLLP |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 1,100 ⁽⁵⁾ | D | \$ 0 | 0 | I | By LLC |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 1,100 ⁽⁵⁾ | A | \$ 0 | 71,300 | I | By Holdings LLLP |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 93,000 ⁽⁶⁾ | D | \$ 0 | 2,027 | I | By wife |
| Common Stock, \$0.25 Par Value | 05/22/2012 | G | V | 93,000 ⁽⁶⁾ | A | \$ 0 | 93,950 | I | By Investments LLLP |

| | | | |
|--|-----------------------|---|-------------------|
| Common Stock, \$.25 Par Value | 10,377 ⁽⁷⁾ | 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. 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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Hypothetical Shares | \$ 0 ⁽⁸⁾ | | | | | ⁽⁹⁾ / ⁽⁹⁾ | Common Stock, \$.25 Par Value | 14,057 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | 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

05/25/2012

__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) The reporting person's wife transferred these shares to a limited liability company (the "Family LLC") of which the reporting person and his wife are the sole owners. The reporting person has investment control over the shares held by the Family LLC.
- (2) The reporting person transferred these shares to the Family LLC. The reporting person has investment control over the shares held by the Family LLC.
- (3) The Family LLC transferred these shares to a limited liability limited partnership ("Investments LLLP") of which the Family LLC is the sole general partner and of which the reporting person's wife is the sole limited partner.
- (4) The reporting person transferred these shares to a limited liability limited partnership ("Holdings LLLP") of which the Family LLC is the sole general partner and of which the reporting person is the sole limited partner.
- (5) The Family LLC transferred these shares to Holdings LLLP of which the Family LLC is the sole general partner and of which the reporting person is the sole limited partner.
- (6) The reporting person's wife transferred these shares to Investments LLLP of which the Family LLC is the sole general partner and of which the reporting person's wife is the sole limited partner.
- (7) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of May 22, 2012.
- (8) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (9) There is no data applicable with respect to the hypothetical shares.
- (10) As of May 22, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.