

FAYARD GARY P  
Form 4  
April 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
04/09/2013

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.25 Par Value	04/09/2013		M		224,000	A	\$ 24.9
Common Stock, \$.25 Par Value	04/09/2013		S <sup>(1)</sup>		224,000	D	\$ 41
Common Stock, \$.25 Par					4,054	I	By wife

Value			
Common Stock, \$.25 Par Value	142,600	I	By Holdings LLLP <sup>(2)</sup>
Common Stock, \$.25 Par Value	187,900	I	By Investments LLLP <sup>(3)</sup>
Common Stock, \$.25 Par Value	22,043 <sup>(4)</sup>	I	By 401(k) 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.9	04/09/2013		M	224,000	<sup>(5)</sup> 12/17/2013	Common Stock, \$.25 Par Value 224,000
Hypothetical Shares	\$ 0 <sup>(6)</sup>					<sup>(7)</sup> <sup>(7)</sup>	Common Stock, \$.25 Par Value 30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President & CFO	

FAYARD GARY P  
THE COCA-COLA COMPANY  
ONE COCA-COLA PLAZA  
ATLANTA, GA 30313

## Signatures

/s/ Gary P.  
Fayard

04/10/2013

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on February 28, 2013.

(2) These shares are held by a limited liability limited partnership ("Holdings LLLP") of which the Family LLC is the sole general partner and a trust for the benefit of the reporting person's wife and their children (the "Family Trust") is the sole limited partner. The reporting person's wife is trustee of the Family Trust.

(3) These shares are held by a limited liability limited partnership ("Investments LLLP") of which a limited liability company (the "Family LLC") is the sole general partner and two trusts for the benefit of the reporting person's children are the sole limited partners. The reporting person's children are the trustees and beneficiaries of their respective trusts. The reporting person and his wife are the sole owners of the Family LLC and the reporting person has investment control over the shares held by the Family LLC. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by Investments LLLP except to the extent of his pecuniary interest therein.

(4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of April 8, 2013.

(5) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.

(6) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.

(7) There is no data applicable with respect to the hypothetical shares.

(8) As of April 8, 2013.

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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