

CAHILLANE STEVEN A
 Form 4
 November 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 *
 CAHILLANE STEVEN A

(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)
 11/01/2010

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) ___X___ Other (specify below)
 Pres/CEO, CC Refreshments USA

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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)
			Code	V Amount (A) or (D) Price			
Common Stock, \$.25 Par Value	11/01/2010		M	44,609 A \$ 18.26	210,670	D	
Common Stock, \$.25 Par Value	11/01/2010		S	44,609 (1) D \$ 61.32	166,061	D	

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

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number.

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.26	11/01/2010		M	44,609 (2)	(3) 10/30/2018	Common Stock, \$.25 Par Value	44,609

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAHILLANE STEVEN A THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Pres/CEO, CC Refreshments USA	

Signatures

/s/ Steven A. Cahillane 11/02/2010

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on June 7, 2010. These options were granted on October 30, 2008 when the reporting person was employed by Coca-Cola Enterprises Inc. ("CCE"). Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among CCE, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC (the "Merger Agreement"), the outstanding options to purchase shares of CCE's common stock were cancelled as of October 2, 2010 at 12:01 a.m. and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.
- (3) Options vest 33% per year from October 30, 2008.

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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