DOUGLAS J ALEXANDER JR

Form 4

February 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOUGLAS J ALEXANDER JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

COCA COLA CO [KO]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner Officer (give title __X_ Other (specify

below)

Group President

THE COCA-COLA COMPANY, ONE COCA-COLA

(Street)

02/21/2012

Common

Stock. \$.25 Par

PLAZA

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

M

02/21/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30313

		Person							
(City)	(State)	(Zip) Tal	ole I - Non-	Derivative S	Securi	ities Acquire	d, Disposed of, o	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. Securitie or Disposed of (Instr. 3, 4 a	f (D)	uired (A) or Price	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	02/21/2012		M	12,000	A	\$ 44.655	89,611	D	
Common Stock, \$.25 Par Value	02/21/2012		M	23,000	A	\$ 49.8	112,611	D	

17,500

\$ 47.84

130,111

D

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Value								
Common Stock, \$.25 Par Value	02/21/2012	M	92,280	A	\$ 43.2	222,391	D	
Common Stock, \$.25 Par Value	02/21/2012	S	144,780	D	\$ 68.6829	77,611	D	
Common Stock, \$.25 Par Value	02/21/2012	F(2)	11,349	D	\$ 68.775	66,262	D	
Common Stock, \$.25 Par Value	02/21/2012	S	6,478	D	\$ 68.8 (<u>3)</u>	59,784	D	
Common Stock, \$.25 Par Value						4,377 (4)	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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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Employee Stock Option (Right to Buy)	\$ 44.655	02/21/2012		M		12,000	<u>(5)</u>	12/17/2017	Common Stock, \$.25 Par Value	12,00
	\$ 49.8	02/21/2012		M		23,000	(6)	12/17/2013		23,00

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Employee Stock Option (Right to Buy)							Common Stock, \$.25 Par Value	
Employee Stock Option (Right to Buy)	\$ 47.84	02/21/2012	M	17,500	<u>(7)</u>	02/14/2017	Common Stock, \$.25 Par Value	17,50
Employee Stock Option (Right to Buy)	\$ 43.2	02/21/2012	M	92,280	(8)	02/18/2019	Common Stock, \$.25 Par Value	92,28
Hypothetical Shares	\$ 0 (9)				(10)	(10)	Common Stock, \$.25 Par Value	7,865

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DOUGLAS J ALEXANDER JR

THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313

Group President

Signatures

/s/ Alexander J.
Douglas Jr.
02/22/2012

**Signature of Reporting 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).
- The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$68.50 to \$68.8903. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (2) Represents shares withheld to satisfy tax liabilities upon the vesting of restricted stock units issued under the 2008-2010 performance share unit program.
- The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$68.8003 to \$68.8110. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 21, 2012.

(5)

Reporting Owners 3

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Option (with tax withholding right) granted on December 18, 2002 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.

- 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.
- Option (with tax withholding right) granted on February 15, 2007 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.
- (8) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (9) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (10) There is no data applicable with respect to the hypothetical shares.
- (11) As of February 21, 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.