

Kent Ahmet Muhtar
Form 4
February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Kent Ahmet Muhtar

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)

THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

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

(Street)

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

ATLANTA, GA 30313

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|----------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock, \$.25 Par Value | 02/15/2018 | | A | | 168,893 ⁽¹⁾ | A | \$ 0 | 889,698 | D | |
| Common Stock, \$.25 Par Value | 02/16/2018 | | F | | 133,188 ⁽²⁾ | D | \$ 45.18 | 756,510 | D | |
| Common Stock, \$.25 Par | | | | | | | | 85,151 ⁽³⁾ | I | By 401(k) Plan |

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| | | | | |
|-------------------------------|---------|---|--|----------------------------|
| Value | | | | |
| Common Stock, \$.25 Par Value | 129,000 | I | | By Trust <u>(4)</u> |
| Common Stock, \$.25 Par Value | 134,000 | I | | By Wife's Trust <u>(5)</u> |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 44.475 | 02/15/2018 | | A | 213,262 | <u>(6)</u> 02/15/2028 | Common Stock, \$.25 Par Value 213,262 |
| Hypothetical Shares | \$ 0 <u>(7)</u> | | | | | <u>(8)</u> <u>(8)</u> | Common Stock, \$.25 Par Value 71,428 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Kent Ahmet Muhtar THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313 | X | | Chairman | |

Signatures

Muhtar Kent

02/19/2018

**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) These shares represent common stock of The Coca-Cola Company issuable upon vesting of performance share units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the 2015-2017 performance period. These performance share units vest in February 2019.

(2) Represents shares withheld to satisfy tax liabilities upon the vesting of performance share units issued on February 16, 2017 under the 2014-2016 performance share unit program.

(3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 15, 2018.

(4) These shares are held in trust for the benefit of the reporting person's wife and children. An independent trust company is trustee of the trust. The filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(5) These shares are held in trust for the benefit of the reporting person and his children. An independent trust company is trustee of the trust.

(6) Option (with tax withholding right) granted on February 15, 2018 under The Coca-Cola Company 2014 Equity Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.

(7) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.

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

(9) As of February 15, 2018.

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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