

COCA COLA CO
Form 4
April 05, 2006

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 *
ALLEN HERBERT A

(Last) (First) (Middle)
711 FIFTH AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COCA COLA CO [(KO)]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2006

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)

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				(A) or (D)	Code V Amount (D) Price	6,000,000	D
Common Stock, \$.25 par value						2,347,920	I Allen & Company Incorporated ⁽¹⁾
Common Stock, \$.25 par value						266,051 ⁽²⁾	I Allen Capital II, L.P. ⁽³⁾
Common Stock, \$.25						10,400	I Allen Capital International

par value						L.P. ⁽⁴⁾
Common Stock, \$.25 par value		14,007 ⁽²⁾	I			Allen Capital L.P. ⁽⁵⁾

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock Units	<u>(6)</u>	04/03/2006		A	101.6249 <u>(7)</u>	<u>(8)</u> <u>(8)</u>	Common Stock, \$.25 par value 101.6249

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN HERBERT A 711 FIFTH AVENUE NEW YORK, NY 10022		X		

Signatures

/s/ Allen,
Herbert A. 04/05/2006

 **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) Shares owned by Allen & Company Incorporated ('ACI'), an affiliate of Allen Holding Inc., of which the Reporting Person is a principal shareholder. The filing of this statement shall not be deemed an admission that the Reporting Person is for purposes of Section 16 of the

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1934 Act or otherwise, the beneficial owner of such securities.

- (2) Includes shares issued pursuant to a dividend reinvestment plan.

(3) Shares owned by Allen Capital II, L.P. ('AC II L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC II L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. The filing of this statement shall not be deemed an admission that the Reporting Person is for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of such securities.

(4) Shares owned by Allen Capital International L.P. ('AC International L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC International L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. The filing of this statement shall not be deemed an admission that the Reporting Person is for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of such securities.

(5) Shares owned by Allen Capital L.P. ('AC L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. The filing of this statement shall not be deemed an admission that the Reporting Person is for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of such securities.

(6) Each phantom stock unit is economically equivalent to one share of Common Stock.

(7) Phantom stock units accrued as a result of crediting phantom dividends.

(8) The phantom stock units were accrued under The Coca-Cola Company Deferred Compensation Plan for Non-Employee Directors and are to be settled 100% in cash after the reporting person leaves the Board.

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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