

Kent Ahmet Muhtar  
 Form 4  
 November 20, 2012

**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**

(Last) (First) (Middle)

THE COCA-COLA  
 COMPANY, ONE COCA-COLA  
 PLAZA

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/16/2012**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

(Street)  
**ATLANTA, GA 30313**

(City) (State) (Zip)

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

**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	11/16/2012		G	V 134,000 A \$ 0	134,000 <sup>(1)</sup>	I	By Wife's Trust
Common Stock, \$.25 Par Value	11/16/2012		G	V 134,000 D \$ 0	89,680	D	
Common Stock, \$.25 Par Value					68,420 <sup>(2)</sup>	I	By 401(k) Plan
Common					129,000 <sup>(3)</sup>	I	By Trust

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Stock, \$.25  
Par Value

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

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(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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Hypothetical Shares	\$ 0 <sup>(4)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Common Stock, \$.25 Par Value	42,291

## 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 & CEO	

## Signatures

/s/ Muhtar Kent                      11/19/2012  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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- (1) 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.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of November 15, 2012.

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

- (3) 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.
- (4) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (5) There is no data applicable with respect to the hypothetical shares.
- (6) As of November 15, 2012.

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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