

FAYARD GARY P
Form 4
December 19, 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 *
FAYARD GARY P

(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)
10/22/2012

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)
Executive Vice President & CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$.25 Par Value | 10/22/2012 | | G ⁽¹⁾ | V 187,900 D \$ 0 | 187,900 ⁽²⁾ | I | By Investments LLLP ⁽³⁾ |
| Common Stock, \$.25 Par Value | 11/07/2012 | | G ⁽⁴⁾ | V 142,600 D \$ 0 | 142,600 ⁽²⁾ | I | By Holdings LLLP ⁽⁵⁾ |
| Common Stock, \$.25 Par | | | | | 78,544 ⁽²⁾ | D | |

Value

Common
Stock,
\$.25 Par
Value

4,054 ⁽²⁾ I

By wife

Common
Stock,
\$.25 Par
Value

21,029 ⁽²⁾ ⁽⁶⁾ 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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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 ⁽⁷⁾ | | | | | ⁽⁸⁾ / ⁽⁸⁾ | Common Stock, \$.25 Par Value | 28,895 ⁽²⁾ |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

FAYARD GARY P
THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA, GA 30313

Executive Vice President & CFO

Signatures

/s/ Gary P.
Fayard

12/18/2012

__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 reporting person's wife transferred her limited partnership interest in a limited liability limited partnership ("Investments LLLP") to two trusts for the benefit of the reporting person's children.
- (2) This number reflects The Coca-Cola Company's two-for-one stock split paid on August 10, 2012.
These shares are held by Investments LLLP of which a limited liability company (the "Family LLC") is the sole general partner and two trusts for the benefit of the reporting person's children are the sole limited partners. The reporting person's children are the trustees and beneficiaries of their respective trusts. The reporting person and his wife are the sole owners of the Family LLC and the reporting person has investment control over the shares held by the Family LLC. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by Investments LLLP except to the extent of his pecuniary interest therein.
- (4) The reporting person transferred his limited partnership interest in a limited liability limited partnership ("Holdings LLLP") to a trust for the benefit of the reporting person's wife and their children (the "Family Trust").
- (5) These shares are held by Holdings LLLP of which the Family LLC is the sole general partner and Family Trust is the sole limited partner. The reporting person's wife is trustee of the Family Trust.
- (6) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of December 7, 2012.
- (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 December 7, 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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