FORM	4
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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).

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person ⁺ DILLER BARRY		2. Issuer Name and COCA COLA CO		ading	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) INTERACTIVECORP, 152 W. 57TH 42ND FLOOR	OTDEET	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2004					Officer (give title below) Oth	er (specify belo	w)		
(Street) NEW YORK, NY 10019	4	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)		Гable I - No	n-De	rivative S	ecurities	Acqu	ired, Disposed of, or Beneficially Own	ed		
1.Title of Security (Instr. 3)	Security 2. Transaction Date (Month/Day/Year) 2.A. Deemed Execution Date, if (Month/Day/Year) any 3. Transaction (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)	Form:	Beneficial					
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	x /	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock, \$.25 par value								1,000	D		

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of			3A. Deemed	4.		5. Number o	of	6. Date Exer		7. Title and			9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	Derivative		and Expirati	on Date	Underlying	Securities	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Securities		(Month/Day	/Year)	(Instr. 3 and	l 4)	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8))	Acquired (A) or					(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Disposed of	(D)						Owned	Security:	(Instr. 4)
	Security					(Instr. 3, 4, a	and						Following	Direct (D)	
	, in the second s					5)					Reported	or Indirect			
						,							Transaction(s)	(II)	
								Date	Expiration		Amount or		(Instr. 4)	(Instr. 4)	
				Code	v	(A)	(D)	Exercisable	Date	Title	Number of Shares		`		
Phantom										Common					
		04/01/2004				(12.02(0)		(2)	(2)	Stock,	(12.02(0)	@ 50 44	5,380.1179	D	
Stock	\$ 0 <u>(1)</u>	04/01/2004		Α		643.0268		(2)	(2)	\$.25 par	643.0268	\$ 50.44	(3)	D	
Units										-					
										value					

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
DILLER BARRY INTERACTIVECORP 152 W. 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	Х						

Signatures

By: Carol C. Hayes, Attorney-in-Fact	04/05/2004
**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) Phantom stock units convert to Common Stock on a one-for-one basis.

(2) 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.

(3) Includes 23.4788 phantom stock units accrued as a result of crediting phantom dividends.

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.