

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>ALLEN HERBERT A</b>		2. Issuer Name and Ticker or Trading Symbol <b>COCA COLA CO [(KO)]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/15/2004</b>		
711 FIFTH AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)			NEW YORK, NY 10022		
(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	(A) or (D)	Price			
Common Stock, \$.25 par value								6,000,000	D	
Common Stock, \$.25 par value								2,347,920	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value								257,521 (2)	I	Allen Capital II, L.P. (3)
Common Stock, \$.25 par value								10,400	I	Allen Capital International L.P. (4)
Common Stock, \$.25 par value								13,557 (2)	I	Allen Capital L.P. (5)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	\$ 0 (6)	12/15/2004		A		521.5251		(7)	(7)	Common Stock, \$.25 par value	521.5251	\$ 41.29	11,656.5994 (8)	D	

## 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.		12/16/2004
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) 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 1934 Act or otherwise, the beneficial owner of such securities.
- (2) Includes shares issued pursuant to a dividend reinvestment plan.  
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.
- (3) 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.  
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.
- (4) 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.  
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.
- (5) 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) 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.
- (8) Includes 67.42 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.

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