

# 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 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 <small>(Last) (First) (Middle)</small>	2. Issuer Name and Ticker or Trading Symbol COCA COLA CO [(KO)]	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)
711 FIFTH AVENUE <small>(Street)</small>	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2006	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
NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	4. If Amendment, Date Original Filed (Month/Day/Year)	

**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	05/02/2006		P		1,200	A	\$ 42.08	2,349,120	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		7,200	A	\$ 42.09	2,356,320	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		4,700	A	\$ 42.1	2,361,020	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		2,700	A	\$ 42.12	2,363,720	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		76,200	A	\$ 42.13	2,439,920	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		5,800	A	\$ 42.14	2,445,720	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		53,698	A	\$ 42.15	2,499,418	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		5,100	A	\$ 42.16	2,504,518	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		14,100	A	\$ 42.17	2,518,618	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		22,900	A	\$ 42.18	2,541,518	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/02/2006		P		50,300	A	\$ 42.19	2,591,818	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value	05/03/2006		P		200,000	A	\$ 42	2,791,818	I	Allen & Company Incorporated (1) (2)
Common Stock, \$.25 par value								6,000,000	D	

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)				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 (3)							(4)	(4)	Common Stock, \$.25 par value	13,875.0745		13,875.0745	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

By: Carol C. Hayes, Attorney-in-Fact		05/04/2006
		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) The 14,007 shares owned by Allen Capital L.P., the 266,051 shares owned by Allen Capital II, L.P. and the 10,400 shares owned by Allen Capital International L.P., previously included in the Reporting Person's Section 16 filings, while still owned by these entities, are no longer reportable.
- (3) Each phantom stock unit is economically equivalent to one share of Common Stock.
- (4) 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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