## FORM 4

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

OMB APPF	ROVAL
OMB Number:	3235-0287
Estimated average b	ourden hours
nor rochonco	0.5

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

(Middle)  Y, ONE COCA-  (Zip)  2. Transaction Date (Month/Day/Y)  02/19/2009  each class of securities between the control of	COCA 3. Date of 02/19/2 4. If Am  2A. If Execution any (Mort	of Ea 22009 Deem uution	nent, Date	[(KOnsactions	al Filed(well - Non-isaction 8)	Day/\frac{\text{Day/\frac{\text{Deriv}}{\text{Deriv}}}{4.5 \text{(A)}{(In:	Vative Securities According to the Security According to t	ties Acquired : (or (D) (or (C)	Director Officer (giv	or Joint/Grou One Reporting More than One Of, or Bene Securities Bezing Reporter	TX Oth Group President  up Filing(Check Apperson Reporting Person  eficially Owned eneficially	e) Owner er (specify below pplicable Line)  6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial
(Zip)  2. Transaction Date (Month/Day/Y)  02/19/2009	4. If Am  2A. I Exectangle (More any More and Mo	Deemution	nent, Date	Table 3. Trar Code (Instr.	al Filed(Metal Fil	Deriv 4. § (A) (In:	Day/Year)  Vative Securities Acc. O or Disposed str. 3, 4 and 5  (A) (D)	ties Acquired of (D)	5. Individual c  X_Form filed by Form filed by  red, Disposed 5. Amount of Owned Follow Fransaction(s)	or Joint/Grou One Reporting More than One of, or Bene Securities B- ving Reporte	p Filing(Check Ap Person Reporting Person ficially Owned eneficially	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial
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	neficially o	owne	1.111			23		, , , , , ,		1)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
each class of securities ber	neficially o	owne				(1)		\$ 0	81,748			D	
2. Conversion or Exercise Price of Derivative Security Security Security 3. Transaction Date Execution Date, if Code (Month/Day/Year) 33. Deemed Execution Date, if Transaction Code (Instr. 8) Code (Instr. 3, 4, 4) Concluded the Execution Date, if Transaction Derivative Securities (Instr. 8) Code (Instr. 3, 4, 4) Code (Instr. 3, 4,		ber of ive es ed (A) osed of	6. Date Exercisable and Expiration Date of Und. (Month/Day/Year) Securit				Title and Amount f Underlying ecurities  8. Price of Derivativ Security		Derivative Securities Beneficially Owned Following Reported	Ownership Indirect Form of Beneficial Ownership (Instr. 4) Or Indirect			
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					(4)		(4)	Stock,	8 236		8,236 <sup>(5)</sup>	I	By Internationa Thrift Plan
	Execution Date, Day/Year) any	ction 3A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr.	ction  3A. Deemed Execution Date, if any (Month/Day/Year)  Code Code Code V	ction  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Acquire or Dispe (D) (Instr. 3)  Code V (A)	ction  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)	ction 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. 5. Number of Code Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercise (A) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	ction 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Date Exercisable 1  /2009 A 333,800	A 333,800  Say/Year)  3A. Deemed Execution Date, if Code (Instr. 8)  (Month/Day/Year)  4. Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Date Exercisable and Expiration Date (Month/Day/Year)  Expiration Date Expiration Date (Month/Day/Year)  A 333,800  (2) 02/18/2019	Day/Year)    Execution Date, if any (Month/Day/Year)   Code (Instr. 8)   Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Date Exercisable   Expiration Date (Instr. 3 a)	A 333,800  Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or Number of Shares  Amount or Numbe	A 333,800   Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount of Code (Instr. 3)  Amo	A 333,800  Testion Bay (Month/Day/Year)  A 333,800  A 333,800	A 333,800   Transaction Date, if Execution Date, in any (Month/Day/Year)  A 333,800   A 33

	Relationship			s
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Jordan Glenn THE COCA-COLA COMPANY ONE COCA-COLA PLAZA				Group President
ATLANTA, GA 30313				

## **Signatures**

By: /s/ A. Jane Kamenz, Attorney-in-Fact	02/23/2009
**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) These shares represent the common stock of The Coca-Cola Company issuable upon vesting of restricted stock units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted in December 2005.
- (2) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on the first, second, third and fourth anniversaries of the grant date.
- (3) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (4) There is no data applicable with respect to the hypothetical shares.
- (5) As of December 31, 2008.

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.