

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 17)\*

Coca-Cola Bottling Co. Consolidated  
(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share  
(Title of Class of Securities)

191098102  
(CUSIP Number)

James E. Chestnut  
Senior Vice President and Chief Financial Officer  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313  
(404) 676-2121  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

With a copy to:  
Carol Crofoot Hayes, Esq.  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313  
(404) 676-2121

December 22, 1997  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. - 191098102

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
The Coca-Cola Company  
58-0628465
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ X ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  
N/A [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware
- NUMBER OF 7 SOLE VOTING POWER  
SHARES None
- BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER  
2,213,007 shares of Common Stock, \$1.00 par value per share
- 9 SOLE DISPOSITIVE POWER

WITH 2,213,007 shares of Common Stock, \$1.00 par value per share

- 10 SHARED DISPOSITIVE POWER  
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,213,007 shares of Common Stock, \$1.00 par value per share
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
31.4%
- 14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D

CUSIP No. - 191098102

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
The Coca-Cola Trading Company  
59-1764184
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ X ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  
N/A [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

- NUMBER OF 7 SOLE VOTING POWER  
SHARES None
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 2,213,007 shares of Common Stock, \$1.00 par value per share
- REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 2,213,007 shares of Common Stock, \$1.00 par value per share

- 10 SHARED DISPOSITIVE POWER  
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,213,007 shares of Common Stock, \$1.00 par value per share
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
31.4%
- 14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D

CUSIP No. - 191098102

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Coca-Cola Oasis, Inc.  
88-0320762
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ X ]

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  
N/A [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware
- NUMBER OF 7 SOLE VOTING POWER  
SHARES None
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 2,213,007 shares of Common Stock, \$1.00 par value per share
- REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 2,213,007 shares of Common Stock, \$1.00 par value per share
- 10 SHARED DISPOSITIVE POWER  
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,213,007 shares of Common Stock, \$1.00 par value per share
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
31.4%
- 14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D

CUSIP No. - 191098102

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Carolina Coca-Cola Bottling Investments, Inc.  
58-2056767
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ X ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  
N/A [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware
- NUMBER OF 7 SOLE VOTING POWER  
SHARES None
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 2,213,007 shares of Common Stock, \$1.00 par value per share
- REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 2,213,007 shares of Common Stock, \$1.00 par value per share
- 10 SHARED DISPOSITIVE POWER  
None
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,213,007 shares of Common Stock, \$1.00 par value per share
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
31.4%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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AMENDMENT NO. 17 TO  
STATEMENT PURSUANT TO RULE 13d-1 AND RULE 13d-2  
OF THE GENERAL RULES AND REGULATIONS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock, par value \$1.00 per share (the "Common Stock"), of Coca-Cola Bottling Co. Consolidated, a Delaware corporation ("Consolidated"). The principal executive offices of Consolidated are located at 1900 Rexford Road, Charlotte, North Carolina 28211.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and restated as follows:

This statement is being filed by The Coca-Cola Company, and three of The Coca-Cola Company's direct or indirect wholly owned subsidiaries, namely The Coca-Cola Trading Company ("Trading Company"), Coca-Cola Oasis, Inc. ("Oasis") and Carolina Coca-Cola Bottling Investments, Inc. ("Carolina," and together with The Coca-Cola Company, Trading Company and Oasis, the "Reporting Persons"). Each of the Reporting Persons is a Delaware corporation, having its principal executive offices at One Coca-Cola Plaza, Atlanta, Georgia 30313, telephone (404)676-2121. Following the December 1997 Contributions (as defined in Item 4 below), (i) Carolina is a direct wholly owned subsidiary of Oasis, (ii) Oasis is a direct wholly owned subsidiary of Trading Company, and (iii) Trading Company is a direct wholly owned subsidiary of The Coca-Cola Company.

The Coca-Cola Company is the largest manufacturer and distributor of soft drink concentrates and syrups in the world. The Minute Maid Company (formerly known as Coca-Cola Foods), a division of The Coca-Cola Company, is the world's largest processor of packaged citrus products.

Certain information with respect to the directors and executive officers of the Reporting Persons is set forth in Exhibit A(99.1) attached hereto, including each director's and executive officer's business address, present principal occupation or employment, citizenship and other information.

None of the Reporting Persons nor, to the best of their knowledge, any director, executive officer or controlling person of any Reporting Person has, during the last five years, been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding any Reporting Person or any director, executive officer or controlling person of any Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to federal or state securities laws.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended by adding the following:

The beneficial ownership of the Consolidated Shares (as defined in Item 4 below) acquired by Trading Company, Oasis and Carolina has been acquired through a series of capital contributions effected by The Coca-Cola Company, Trading Company and Oasis as more fully described in Item 4 below.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended by adding the following:

On December 22, 1997, The Coca-Cola Company and certain of its direct or indirect wholly owned subsidiaries effected a series of capital contributions (the "December 1997 Contributions") resulting in Carolina becoming the record owner of the 2,213,007 shares of Common Stock and the 269,158 shares of Class B Common Stock, par value \$1.00 per share (the "Class B Common Stock"), of Consolidated, which were previously owned of record by The Coca-Cola Company (collectively, the "Consolidated Shares"). Pursuant to the December 1997 Contributions, The Coca-Cola Company first contributed the Consolidated Shares to Carolina. The Coca-Cola Company next contributed all of the shares of common stock of Carolina to Trading Company, and Trading Company then contributed all of the shares of common stock of Carolina to Oasis.

Following the December 1997 Contributions, (i) Carolina is the owner of record of the Consolidated Shares and is a direct wholly owned subsidiary of Oasis, (ii) Oasis is a direct wholly owned subsidiary of Trading Company, and (iii) Trading Company is a direct wholly owned subsidiary of The Coca-Cola Company.

Concurrently with the contribution by The Coca-Cola Company of the Consolidated Shares to Carolina, The Coca-Cola Company entered into an Agreement with Carolina, Trading Company, Oasis, Consolidated, J. Frank Harrison (also referred to herein as J. Frank Harrison, Jr.), and J. Frank Harrison, III dated December 22, 1997 (the "Assignment Agreement") pursuant to which The Coca-Cola Company assigned to Carolina all of its rights, options and benefits under (i) the Stock Rights and Restrictions Agreement between The Coca-Cola Company and Consolidated, dated as of January 27, 1989 (the "Stock Rights and Restrictions Agreement"), (ii) the Shareholder's Agreement among The Coca-Cola Company, J. Frank Harrison, J. Frank Harrison, III and others, dated December 17, 1988 (the "Shareholder's Agreement"), and (iii) the Voting Agreement among The Coca-Cola Company, J. Frank Harrison, III, J. Frank Harrison, Jr. and Reid M. Henson, as co-trustee, effective January 27, 1989 (the "Voting Agreement," and together with the Stock Rights and Restrictions Agreement and the Shareholder's Agreement, the "Existing Agreements").

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In the Assignment Agreement, Carolina acknowledged and agreed to be bound by the terms and conditions of each of the Existing Agreements as they apply to the Consolidated Shares, including the irrevocable proxy with respect to the Consolidated Shares granted to J. Frank Harrison, III and/or J. Frank Harrison, Jr. pursuant to the Voting Agreement (the "Proxy"). The Assignment Agreement is included as Exhibit Z (99.2) to this Schedule 13D. The Existing Agreements have been previously described in this Schedule 13D and have been previously included as exhibits to this Schedule 13D.

Except as discussed herein or as previously disclosed in this Schedule 13D, none of the Reporting Persons has any plans or proposals which relate to or would result in:

(i) The acquisition by any person of additional securities of Consolidated, or the disposition of securities of Consolidated;

(ii) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Consolidated or any of its subsidiaries;

(iii) A sale or transfer of a material amount of assets of Consolidated or of any of its subsidiaries;

(iv) A change in the present board of directors or management of Consolidated, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(v) Any material change in the present capitalization or dividend policy of Consolidated;

- (vi) Any other material change in Consolidated's business or corporate structure;
- (vii) Changes in Consolidated's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Consolidated by any person;
- (viii) Causing a class of securities of Consolidated to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association;
- (ix) A class of equity securities of Consolidated becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Exchange Act; or
- (x) Any action similar to any of those enumerated above.

However, any of the Reporting Persons at any time may propose any of the foregoing which it considers desirable.

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#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended by adding the following:

On December 22, 1997, The Coca-Cola Company and certain of its direct or indirect wholly owned subsidiaries effected the December 1997 Contributions resulting in Carolina becoming the record owner of the Consolidated Shares. Pursuant to the December 1997 Contributions, The Coca-Cola Company first contributed the Consolidated Shares to Carolina. The Coca-Cola Company next contributed all of the shares of common stock of Carolina to Trading Company, and Trading Company then contributed all of the shares of common stock of Carolina to Oasis. Following the December 1997 Contributions, (i) Carolina is the owner of record of the Consolidated Shares and is a direct wholly owned subsidiary of Oasis, (ii) Oasis is a direct wholly owned subsidiary of Trading Company, and (iii) Trading Company is a direct wholly owned subsidiary of The Coca-Cola Company.

After giving effect to the December 1997 Contributions, each of the Reporting Persons beneficially owns 2,213,007 shares of Common Stock (or approximately 31.4% of the outstanding shares of Common Stock at December 3, 1997), and 269,158 shares of Class B Common Stock (or approximately 20.4% of the outstanding shares of Class B Common Stock at December 3, 1997). After giving effect to the December 1997 Contributions, each of the Reporting Persons beneficially owns shares of Consolidated representing in the aggregate approximately 20.7% of the total votes of all outstanding shares of all classes of capital stock of Consolidated. The Reporting Persons have sole dispositive power over the Consolidated Shares.

As previously disclosed in this Schedule 13D, The Coca-Cola Company has previously granted to J. Frank Harrison, III and/or J. Frank Harrison, Jr. an irrevocable proxy with respect to the shares of Common Stock and Class B Common Stock beneficially owned by The Coca-Cola Company. As a result of the Proxy, the Reporting Persons may be deemed to share voting power with such persons with respect to the Consolidated Shares.

To the knowledge of the Reporting Persons based solely on Statements on Schedule 13D filed by J. Frank Harrison, Jr. and J. Frank Harrison, III, each of J. Frank Harrison, Jr. and J. Frank Harrison, III is a citizen of the United States with his principal business address located at 1190 Rexford Road, Charlotte, North Carolina. Based solely on Consolidated's Proxy Statement dated April 11, 1997, J. Frank Harrison, Jr. is Chairman Emeritus of the Board of Directors of Consolidated and J. Frank Harrison, III is Chairman of the Board and Chief Executive Officer of Consolidated.

To the knowledge of the Reporting Persons, none of J. Frank Harrison, Jr. and J. Frank Harrison, III has, during the last five years, been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or

(b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to federal or state securities laws.

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The following information, derived from Consolidated's Proxy Statement dated April 11, 1997 (the "Consolidated Proxy Statement"), reflects the beneficial ownership by J. Frank Harrison, Jr. and J. Frank Harrison, III of shares of Common Stock and Class B Common Stock:

<TABLE>  
<CAPTION>

NAME	TITLE OF CLASS	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF CLASS (2)	AGGREGATE VOTE	PERCENT OF TOTAL VOTE (2)
J. Frank Harrison, Jr., J. Frank Harrison, III and Reid M. Henson as a Group	Common Stock  Class B Common Stock	4,797,250 (3) (4)  1,317,942 (3) (4) (5)	55.8  99.9	  29,603,148	  88.5

</TABLE>

(1) In general, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of such security, or investment power, which includes the power to dispose of, or to direct the disposition of, such security; or if a person has the right to acquire either voting power or investment power over such security through the exercise of an option or conversion of another security within 60 days. More than one person may be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he has no personal economic interest or which he may not vote.

(2) The percentages shown are based upon the number of shares outstanding (net of shares held in treasury). Beneficial ownership includes (i) shares of Common Stock that would result from a conversion of Class B Common Stock into such shares or (ii) shares of Common Stock which Messrs. Harrison, Jr. and Harrison, III have the right to acquire through exercise of options, the percentages of class shown give effect to such conversion and to the exercise of such options. In calculating the aggregate vote and percent of total vote, however, no effect is given to conversion of Class B Common Stock into Common Stock or to the exercise of such unexercised options.

(3) The amounts shown include (a) as to Common Stock: (i) 792,796 shares owned outright by J. Frank Harrison, Jr. as to which the Consolidated Proxy Statement reflects him as having sole voting and investment power; (ii) 235,786 shares held by a

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trust for the benefit of certain relatives of Mr. Harrison, Jr. as to which the Consolidated Proxy Statement reflects him as having sole voting power and no investment power; (iii) 2,213,007 shares held by The Coca-Cola Company subject to the terms of the Proxy as to which the Consolidated Proxy Statement

reflects J. Frank Harrison, III as having sole voting and no investment power; (iv) 719 shares held by Mr. Harrison, III as custodian for certain of his children under the North Carolina Uniform Gifts to Minors Act, as to which the Consolidated Proxy Statement reflects Mr. Harrison, III as possessing sole voting and investment power; (v) 2,000 shares owned outright by Reid M. Henson; (vi) 1,317,942 shares of Class B Common Stock, convertible into Common Stock on a one for one basis at the option of the holder of such shares, and which are beneficially owned by Messrs. Harrison, Jr., Harrison, III and Henson as described in subsection (ii) of this Note (3); and (vii) 100,000 shares of Common Stock which Mr. Harrison, Jr. presently has the right to acquire through exercise of options and 135,000 shares of Common Stock which Mr. Harrison, III presently has the right to acquire through exercise of options; and (b) as to Class B Common Stock: (i) 712,796 shares owned outright by Mr. Harrison, Jr. as to which the Consolidated Proxy Statement reflects him as having sole voting and investment power; (ii) 235,786 shares held by a trust for the benefit of Mr. Harrison, Jr. and certain of his relatives as to which the Consolidated Proxy Statement reflects Mr. Harrison, III and Mr. Henson as sharing investment power as co-trustees and as to which the Consolidated Proxy Statement reflects Mr. Harrison, Jr. as possessing sole voting power; (iii) 260 shares held by Mr. Harrison, III as custodian for certain of his children under the North Carolina Uniform Gifts to Minors Act, as to which the Consolidated Proxy Statement reflects Mr. Harrison, III as possessing sole voting and investment power; (iv) 99,942 shares held by certain trusts as to which the Consolidated Proxy Statement reflects Mr. Harrison, III and Mr. Henson as sharing investment power as co-trustees and as to which the Consolidated Proxy Statement reflects Mr. Harrison, Jr. as possessing sole voting power; and (v) 269,158 shares held by The Coca-Cola Company subject to the terms of the Proxy as to which the Consolidated Proxy Statement reflects Mr. Harrison, III as having sole voting and no investment power.

(4) J. Frank Harrison, Jr., J. Frank Harrison, III and Reid M. Henson (as trustee of certain trusts holding shares of Class B Common Stock) are parties to the Voting Agreement and the Shareholder's Agreement. Pursuant to the Voting Agreement, Mr. Harrison, III has been granted the Proxy for life and, thereafter, to Mr. Harrison, Jr., covering the shares of Common Stock and Class B Common Stock held by The Coca-Cola Company. Accordingly, Messrs. Harrison, Jr., Harrison, III and Henson may be deemed to be a group as such term is defined in certain regulations of the Securities and Exchange Commission.

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(5) A trust of which J. Frank Harrison, Jr. is a beneficiary and J. Frank Harrison, III and Reid M. Henson are co-trustees has the right to acquire 292,396 shares of Class B Common Stock from the Company in exchange for an equal number of shares of Common Stock. Mr. Harrison, Jr. would have sole voting power, and Messrs. Harrison, III and Henson would have shared investment power upon such acquisition. The trust does not own any shares of Common Stock with which to make such exchange and, accordingly, the number of shares shown does not include such shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended by adding the following:

On December 22, 1997, The Coca-Cola Company and certain of its direct or indirect wholly owned subsidiaries effected the December 1997 Contributions resulting in Carolina becoming the record owner of the Consolidated Shares. Pursuant to the December 1997 Contributions, The Coca-Cola Company first contributed the Consolidated Shares to



Carolina. The Coca-Cola Company next contributed all of the shares of common stock of Carolina to Trading Company, and Trading Company then contributed all of the shares of common stock of Carolina to Oasis.

Following the December 1997 Contributions, (i) Carolina is the owner of record of the Consolidated Shares and is a direct wholly owned subsidiary of Oasis, (ii) Oasis is a direct wholly owned subsidiary of Trading Company, and (iii) Trading Company is a direct wholly owned subsidiary of The Coca-Cola Company.

Concurrently with the contribution by The Coca-Cola Company of the Consolidated Shares to Carolina, The Coca-Cola Company entered into the Assignment Agreement with Carolina, Trading Company, Oasis, and Consolidated, J. Frank Harrison and J. Frank Harrison, III pursuant to which The Coca-Cola Company assigned to Carolina all of its rights, options and benefits under the Stock Rights and Restrictions Agreement, the Shareholder's Agreement, and the Voting Agreement. In the Assignment Agreement, Carolina acknowledged and agreed to be bound by the terms and conditions of each of the Existing Agreements as they apply to the Consolidated Shares, including the Proxy. The Assignment Agreement is included as Exhibit Z (99.2) to this Schedule 13D. The Existing Agreements have been previously described in this Schedule 13D and have been previously included as exhibits to this Schedule 13D.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by adding the following:

Exhibit A(99.1) - Directors and Executive Officers of the Reporting Persons

Exhibit Z(99.2) - Agreement dated December 22, 1997 among The Coca-Cola Company, Carolina Coca-Cola Bottling Investments, Inc., The Coca-Cola Trading Company, Coca-Cola Oasis, Inc. and Coca-Cola Bottling Co. Consolidated, J. Frank Harrison, and J. Frank Harrison, III

Exhibit AA(99.3) - Joint Filing Agreement dated as of December 22, 1997, by and among The Coca-Cola Company, The Coca-Cola Trading Company, Coca-Cola Oasis, Inc. and Carolina Coca-Cola Bottling Investments, Inc.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE COCA-COLA COMPANY

By: /s/ JAMES E. CHESTNUT

-----  
James E. Chestnut  
Senior Vice President and  
Chief Financial Officer

Date: December 22, 1997

THE COCA-COLA TRADING COMPANY

By: /s/ JAMES E. CHESTNUT

-----  
James E. Chestnut  
Vice President and  
Chief Financial Officer

Date: December 22, 1997

COCA-COLA OASIS, INC.

By: /s/ JAMES E. CHESTNUT

-----  
James E. Chestnut  
Chief Financial Officer

Date: December 22, 1997

CAROLINA COCA-COLA BOTTLING  
INVESTMENTS, INC.

By: /s/ JAMES E. CHESTNUT

-----  
James E. Chestnut  
Vice President and  
Chief Financial Officer

Date: December 22, 1997

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
A (99.1)	Directors and Executive Officers of the Reporting Persons
Z (99.2)	Agreement dated December 22, 1997 among The Coca-Cola Company, Carolina Coca-Cola Bottling Investments, Inc., The Coca-Cola Trading Company, Coca-Cola Oasis, Inc., and Coca-Cola Bottling Co. Consolidated, J. Frank Harrison, and J. Frank Harrison, III
AA (99.3)	Joint Filing Agreement dated as of December 22, 1997, by and among The Coca-Cola Company,

The Coca-Cola Trading Company, Coca-Cola Oasis, Inc.  
and Carolina Coca-Cola Bottling Investments, Inc.

## DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

Set forth below is the name, business address, present occupation or employment of each director and executive officer of The Coca-Cola Company. Except as indicated below, each such person is a citizen of the United States. None of the directors and executive officers named below beneficially owns any Common Stock or Class B Common Stock of Coca-Cola Bottling Co. Consolidated. Directors of The Coca-Cola Company who are also executive officers of The Coca-Cola Company are indicated by an asterisk. Except as indicated below, the business address of each executive officer of The Coca-Cola Company is One Coca-Cola Plaza, Atlanta, Georgia 30313.

## DIRECTORS OF THE COCA-COLA COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
M. Douglas Ivester*	Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company	
Herbert A. Allen	President, Chief Executive Officer and a Managing Director of Allen & Company Incorporated, a privately held investment banking firm	Allen & Company Incorporated 711 Fifth Avenue New York, NY 10022
Ronald W. Allen	Advisory Director of Delta Air Lines, Inc.	Delta Air Lines, Inc. Hartsfield International Airport Atlanta, GA 30320
Cathleen P. Black	President of the Hearst Magazines Division of The Hearst Corporation, a major media and communications company	Hearst Magazines 959 8th Avenue New York, NY 10019
Warren E. Buffett	Chairman of the Board of Directors and Chief Executive Officer of Berkshire Hathaway Inc., a diversified holding company	Berkshire Hathaway Inc. 1440 Kiewit Plaza Omaha, NE 68131

## DIRECTORS OF THE COCA-COLA COMPANY (continued)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Charles W. Duncan, Jr.	Private investor	Duncan Interests 600 Travis, Suite 6100 Houston, TX 77002-3007
Susan B. King	Leader in Residence, Hart Leadership Program, Duke University, a program for the development and advancement of leadership and management skills in the public and private sectors	Hart Leadership Program Terry Sanford Institute of Public Policy Duke University Box 90248 Durham, NC 27708-0248
Donald F. McHenry	University Research Professor of Diplomacy	The IRC Group, Inc. 1320 19th Street,

	and International Affairs, Georgetown University; President of The IRC Group, a New York City and Washington, DC consulting firm	N.W. Suite 410 Washington, DC 20036
Sam Nunn	Partner of the law firm of King & Spalding	King & Spalding 191 Peachtree Street Atlanta, GA 30303-1763
Paul F. Oreffice	Retired as Chairman of the Board of Directors of The Dow Chemical Company in 1992 (The Dow Chemical Company is a diversified chemical, metals, plastics and packaging company)	P.O. Box 4846 Scottsdale, AZ 85261
James D. Robinson III	Chairman and Chief Executive Officer of RRE Investors, LLC, a private venture investment firm; President of J.D. Robinson Inc., a strategic advisory company	J.D. Robinson Inc. 22nd Floor 126 East 56th Street New York, NY 10022

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DIRECTORS OF THE COCA-COLA COMPANY (continued)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Peter V. Ueberroth	Investor and Managing Director, The Contrarian Group, Inc., a management company	The Contrarian Group, Inc. Suite 900 500 Newport Center Drive Newport Beach, CA 92660
James B. Williams	Chairman of the Board of Directors and Chief Executive Officer, SunTrust Banks, Inc., a bank holding company	SunTrust Banks, Inc. P.O. Box 4418 Atlanta, GA 30302

EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Ralph H. Cooper	Senior Vice President and President and Chief Executive Officer of The Minute Maid Company	The Minute Maid Company 2000 St. James Place Houston, TX 77056
Douglas N. Daft	Senior Vice President and President of the Middle and Far East Group  Mr. Daft is a citizen of Australia.	
Timothy J. Haas	Senior Vice President and President of the Latin America Group	
E. Neville Isdell	Senior Vice President and President of the Greater Europe Group  Mr. Isdell is a citizen of the United Kingdom of Great	

Britain and Northern  
Ireland

Jack L. Stahl Senior Vice President  
and President of the  
North America Group

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EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY (continued)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Carl Ware	Senior Vice President and President of the Africa Group	
Anton Amon	Senior Vice President and Manager of the Product Integrity Division	
James E. Chestnut	Senior Vice President and Chief Financial Officer	
	Mr. Chestnut is a citizen of the United Kingdom of Great Britain and Northern Ireland	
Joseph R. Gladden, Jr.	Senior Vice President and General Counsel	
George Gourlay	Senior Vice President and Manager of the Technical Operations Division	
Earl T. Leonard, Jr.	Senior Vice President, Corporate Affairs	
Sergio S. Zyman	Senior Vice President and Chief Marketing Officer	

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DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA TRADING  
COMPANY

Set forth below is the name, business address, present occupation or employment of each director and executive officer of The Coca-Cola Trading Company. Except as indicated below, each such person is a citizen of the United States. None of the directors and executive officers named below beneficially owns any Common Stock or Class B Common Stock of Coca-Cola Bottling Co. Consolidated. Directors of The Coca-Cola Trading Company who are also executive officers of The Coca-Cola Trading Company are indicated by an asterisk. Except as indicated below, the business address of each executive officer of The Coca-Cola Trading Company is One Coca-Cola Plaza, Atlanta, Georgia 30313.

DIRECTORS OF THE COCA-COLA TRADING COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
M. Douglas Ivester	Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company	
James E. Chestnut*	Senior Vice President and Chief Financial Officer of The Coca-Cola Company; Vice President and Chief Financial Officer of The Coca-Cola Trading Company	

Mr. Chestnut is a  
citizen of the United  
Kingdom of Great  
Britain and Northern  
Ireland

Joseph R. Gladden, Jr. Senior Vice President  
and General Counsel of  
The Coca-Cola Company

EXECUTIVE OFFICERS OF THE COCA-COLA TRADING COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Carl K. Kooyoomjian	Assistant Vice President and Director of Global Procurement and Trading of The Coca-Cola Company; President of The Coca-Cola Trading Company	
Steve M. Whaley	Vice President and General Tax Counsel of The Coca-Cola Company; Vice President, General Tax Counsel and Assistant Treasurer of The Coca-Cola Trading Company	
Vincent M. Gioe	Director of Finance, Global Procurement and Trading of The Coca-Cola Company; Vice President - Finance of The Coca-Cola Trading Company	
David M. Taggart	Vice President and Treasurer of The Coca-Cola Company; Treasurer of The Coca-Cola Trading Company	
Kenneth L. Carty	Director of Global Products, Global Procurement and Trading of The Coca-Cola Company; Vice President of The Coca-Cola Trading Company	
Thomas Edward McGuire	Assistant Vice President and Director, Global Staffing of The Coca-Cola Company; Vice President of The Coca-Cola Trading Company	

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EXECUTIVE OFFICERS OF THE COCA-COLA TRADING COMPANY  
(continued)

Frederick Yochum	Director of General and Administrative Procurement, Global Procurement and Trading of The Coca-Cola Company; Vice President of The Coca-Cola Trading Company	
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Eduardo M. Carreras Senior Patent and

Technology Counsel,  
Corporate Legal of  
The Coca-Cola Company;  
General Counsel of  
The Coca-Cola Trading  
Company

Susan E. Shaw Secretary of  
The Coca-Cola Company;  
Secretary of  
The Coca-Cola Trading  
Company

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DIRECTORS AND EXECUTIVE OFFICERS OF COCA-COLA OASIS, INC.

Set forth below is the name, business address, present occupation or employment of each director and executive officer of Coca-Cola Oasis, Inc. Except as indicated below, each such person is a citizen of the United States. None of the directors and executive officers named below beneficially owns any Common Stock or Class B Common Stock of Coca-Cola Bottling Co. Consolidated. Directors of Coca-Cola Oasis, Inc. who are also executive officers of Coca-Cola Oasis, Inc. are indicated by an asterisk. Except as indicated below, the business address of each executive officer of Coca-Cola Oasis, Inc. is One Coca-Cola Plaza, Atlanta, Georgia 30313.

DIRECTORS OF COCA-COLA OASIS, INC.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
M. Douglas Ivester	Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company	
James E. Chestnut*	Senior Vice President and Chief Financial Officer of The Coca-Cola Company; Chief Financial Officer of Coca-Cola Oasis, Inc.	
	Mr. Chestnut is a citizen of the United Kingdom of Great Britain and Northern Ireland	
Richard J. Flaig*	Executive Assistant to the Chief Marketing Officer of The Coca-Cola Company; President of Coca-Cola Oasis, Inc.	

EXECUTIVE OFFICERS OF COCA-COLA OASIS, INC.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
David M. Taggart	Vice President and Treasurer of The Coca-Cola Company; Vice President and Treasurer of Coca-Cola Oasis, Inc.	
W. Dexter Brooks	Senior Staff Counsel, Corporate Legal of The Coca-Cola Company; Vice President and Assistant Secretary of Coca-Cola Oasis, Inc.	
Susan E. Shaw	Secretary of The Coca-Cola Company; Secretary of Coca-Cola Oasis, Inc.	

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DIRECTORS AND EXECUTIVE OFFICERS OF CAROLINA COCA-COLA  
BOTTLING INVESTMENTS, INC.

Set forth below is the name, business address, present occupation or employment of each director and executive officer of Carolina Coca-Cola Bottling Investments, Inc. Except as indicated below, each such person is a citizen of the United States. None of the directors and executive officers named below beneficially owns any Common Stock or Class B Common Stock of Coca-Cola Bottling Co. Consolidated. Directors of Carolina Coca-Cola Bottling Investments, Inc. who are also executive officers of Carolina Coca-Cola Bottling Investments, Inc. are indicated by an asterisk. Except as indicated below, the business address of each executive officer of Carolina Coca-Cola Bottling Investments, Inc. is One Coca-Cola Plaza, Atlanta, Georgia 30313.

DIRECTORS OF CAROLINA COCA-COLA BOTTLING INVESTMENTS, INC.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Lawrence R. Cowart*	Vice President and Director of Business Development of The Coca-Cola Company; President of Carolina Coca-Cola Bottling Investments, Inc.	
Gary P. Fayard	Vice President and Controller of The Coca-Cola Company	
James E. Chestnut*	Senior Vice President and Chief Financial Officer of The Coca-Cola Company; Vice President and Chief Financial Officer of Carolina Coca-Cola Bottling Investments, Inc.  Mr. Chestnut is a citizen of the United Kingdom of Great Britain and Northern Ireland	

EXECUTIVE OFFICERS OF CAROLINA COCA-COLA BOTTLING INVESTMENTS,  
INC.

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
David M. Taggart	Vice President and Treasurer of The Coca-Cola Company; Vice President, Treasurer and Assistant Secretary of Carolina Coca-Cola Bottling Investments, Inc.	
Susan E. Shaw	Secretary of The Coca-Cola Company; Secretary of Carolina Coca-Cola Bottling Investments, Inc.	

THIS AGREEMENT (this "Agreement"), dated December 22, 1997, is entered into among THE COCA-COLA COMPANY, a Delaware corporation ("KO"), CAROLINA COCA-COLA BOTTLING INVESTMENTS, INC., a Delaware corporation and a wholly-owned subsidiary of KO ("CCCBI"), THE COCA-COLA TRADING COMPANY, a Delaware corporation and a wholly-owned subsidiary of KO ("Trading"), COCA-COLA OASIS, INC., a Delaware corporation and a wholly-owned subsidiary of Trading ("Oasis"); and COCA-COLA BOTTLING CO. CONSOLIDATED, a Delaware corporation ("Consolidated"), J. FRANK HARRISON, and J. FRANK HARRISON, III.

#### BACKGROUND

KO currently holds directly an aggregate of 2,213,007 shares of Consolidated's Common Stock and 269,158 shares of Consolidated's Class B Common Stock (the shares of Consolidated Common Stock and Class B Common Stock currently held by KO are referred to in this Agreement collectively as the "Shares").

KO is a party to the following agreements with Consolidated and members of the Harrison family relating to KO's ownership and voting of the Shares: (1) the Stock Rights and Restrictions Agreement (the "Stock Rights and Restrictions Agreement") between KO and Consolidated, dated as of January 27, 1989, (2) the Shareholder's Agreement (the "Shareholder's Agreement") among KO, J. Frank Harrison, J. Frank Harrison, III, and certain other shareholders of Consolidated, dated December 17, 1988, and (3) the Voting Agreement (the "Voting Agreement") among KO, J. Frank Harrison, J. Frank Harrison, III, and Reid M. Henson, as co-trustee, effective January 27, 1989 (collectively, the "Agreements").

KO intends to transfer the Shares to KO's wholly-owned subsidiary, CCCBI. KO will immediately thereafter transfer all outstanding shares of CCCBI common stock to Trading, another wholly-owned subsidiary of KO. Trading will then contribute all outstanding shares of common stock of CCCBI to Oasis, a wholly-owned subsidiary of Trading. As a result of the proposed transfers, the Shares will continue to be indirectly owned 100% by KO.

KO intends to complete the proposed transfers prior to December 31, 1997.

The Parties wish to enter into this Agreement in order to confirm that the Agreements will continue to be binding upon KO, Trading, Oasis, and CCCBI following completion of the proposed transfers and assignments and that the Shares will continue to be subject to the terms of the Agreements.

SECTION 1. KO hereby assigns to CCCBI any and all rights, options or other benefits to which KO is entitled under any of the Agreements, in accordance with Section 5 of the Stock Rights and Restrictions Agreement, Section 12 of the Shareholder's Agreement, and Section 7(a) of the Voting Agreement, respectively. KO, Trading, Oasis and CCCBI each acknowledge and

agree that the Shares are and shall remain subject to the terms and conditions of each of the Agreements, including without limitation the proxy granted to J. Frank Harrison, III under Section 2 of the Voting Agreement. KO will continue to be bound by and comply with the terms and conditions of the Agreements, and CCCBI agrees to be bound by and comply with the terms and conditions of each of the Agreements as they apply to the Shares.

SECTION 2. KO will continue to exercise the right to designate a Director of Consolidated as provided in Section 9 of the Stock Rights and Restrictions Agreement, notwithstanding the transfers described above in the Background statement.

#### SECTION 3. MISCELLANEOUS.

(a) This Agreement and the rights of the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) This Agreement may be executed in one or more

counterparts, each of which will be deemed an original but all of which together shall constitute one and the same instrument.

(c) At KO's request, Consolidated will cause the Shares to be registered in the name of CCCBI as necessary to reflect the transfers described above. The share certificates representing the shares will bear all legends required under the Agreements.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

THE COCA-COLA COMPANY

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Senior Vice President and  
Chief Financial Officer

CAROLINA COCA-COLA  
BOTTLING INVESTMENTS, INC.

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Vice President and  
Chief Financial Officer

THE COCA-COLA TRADING COMPANY

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Vice President and  
Chief Financial Officer

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COCA-COLA OASIS, INC.

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Chief Financial Officer

COCA-COLA BOTTLING  
CO. CONSOLIDATED

By: /s/ J. FRANK HARRISON, III  
-----  
J. Frank Harrison, III  
Chairman and CEO

/s/ J. FRANK HARRISON  
-----  
J. FRANK HARRISON

/s/ J. FRANK HARRISON, III  
-----  
J. FRANK HARRISON, III



JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Coca-Cola Bottling Co. Consolidated, and further agree that this Joint Filing Agreement be included as an exhibit to such joint filing. Each party to this Joint Filing Agreement expressly authorizes The Coca-Cola Company to file on such party's behalf any and all amendments to such Statement. Each such party undertakes to notify The Coca-Cola Company of any changes giving rise to an obligation to file an amendment to Schedule 13D and it is understood that in connection with this Statement and all amendments thereto each such party shall be responsible only for information supplied by such party.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement this 22nd day of December, 1997.

THE COCA-COLA COMPANY

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Senior Vice President and  
Chief Financial Officer

THE COCA-COLA TRADING COMPANY

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Vice President and  
Chief Financial Officer

COCA-COLA OASIS, INC.

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Chief Financial Officer

CAROLINA COCA-COLA BOTTLING  
INVESTMENTS, INC.

By: /s/ JAMES E. CHESTNUT  
-----  
James E. Chestnut  
Senior Vice President and  
Chief Financial Officer