

# 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* <b>FAYARD GARY P</b> <small>(Last) (First) (Middle)</small> <b>THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA</b> <small>(Street)</small> <b>ATLANTA, GA 30313</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>COCA COLA CO [KO]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>02/18/2010</b> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Executive Vice President &amp; CFO</b> 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
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**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	02/18/2010		A		33,217 (1)	A	\$ 0	188,964 (2)	D (3)	
Common Stock, \$.25 Par Value								8,317 (4)	I	By 401(k) Plan

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
Employee Stock Option (Right to Buy)	\$ 55.535	02/18/2010		A		247,800		(5)	02/17/2020	Common Stock, \$.25 Par Value	247,800	\$ 0	247,800	D	
Hypothetical Shares	\$ 0 (6)							(7)	(7)	Common Stock, \$.25 Par Value	9,985		9,985 (8)	I	By Supplemental Benefit Plan

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAYARD GARY P THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Executive Vice President & CFO	

### Signatures

/s/ Anita Jane Kamenz, Attorney-in-Fact for Gary P. Fayard	02/22/2010
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 of restricted stock were issued in connection with the attainment of the performance criterion underlying performance share units granted in December 2006.
- (2) Includes 139 shares acquired in December 2009 under The Coca-Cola Company Dividend Reinvestment Plan.
- (3) Exhibit Index - Exhibit No. 24 - Power of Attorney
- (4) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of February 17, 2010.
- (5) Option (with tax withholding right) granted on February 18, 2010 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.
- (6) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (7) There is no data applicable with respect to the hypothetical shares.
- (8) As of February 17, 2010.

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.

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS: THAT I, Gary P. Fayard, do hereby appoint Gloria K. Bowden, Karen V. Danielson, Anita Jane Kamenz and Sharon P. Nixon, each acting individually, my true and lawful attorneys for me and in my name for the purpose of:

(1) executing on my behalf any Form ID for the application for access codes to the U.S. Securities and Exchange Commission's EDGAR® System or any successor system, any Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership of Securities on Form 4, any Annual Statement of Changes in Beneficial Ownership of Securities on Form 5 and any additional forms which may be promulgated pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, or any amendments thereto, in connection with my transactions in shares of The Coca-Cola Company common stock and causing such forms to be filed with the U.S. Securities and Exchange Commission, the New York Stock Exchange and/or any other appropriate stock exchange; and

(2) taking any other action in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the forms executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in their discretion.

The undersigned acknowledges that:

(1) the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934; and

(2) this Power of Attorney authorizes, but does not require, any of the foregoing attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information.

The undersigned hereby grants to each of the foregoing attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or appropriate to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney.

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This Power of Attorney shall remain in effect until revoked in writing by the undersigned.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of January, 2010.

/s/ Gary P. Fayard  
Gary P. Fayard