

# 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>02/17/2011</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	02/17/2011		A		50,000 (1)	A	\$ 63.995	217,313	D	
Common Stock, \$.25 Par Value	02/17/2011		A		37,466 (2)	A	\$ 0	254,779	D	
Common Stock, \$.25 Par Value	02/17/2011		F		19,669 (3)	D	\$ 63.995	235,110	D	
Common Stock, \$.25 Par Value								9,216 (4)	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)  
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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)		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					
Employee Stock Option (Right to Buy)	\$ 63.995	02/17/2011		A		262,700		(5)	02/16/2021	Common Stock, \$.25 Par Value	\$ 0	262,700	D	
Hypothetical Shares	\$ 0 (6)							(7)	(7)	Common Stock, \$.25 Par Value		11,533	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/ Gloria K. Bowden, Attorney-in-Fact for Gary P. Fayard

02/22/2011

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 were released upon successful attainment of the performance criterion underlying performance-based restricted stock that was granted to the reporting person on February 15, 2006.
- (2) These shares represent 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 for the 2008-2010 performance period.
- (3) Represents shares withheld to satisfy tax liabilities upon the release of performance-based restricted stock granted to the reporting person February 15, 2006.
- (4) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of February 16, 2011.
- (5) Option (with tax withholding right) granted on February 17, 2011 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on each of 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 16, 2011.

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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