

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * KEOUGH DONALD R /NY		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)	
(Last) (First) (Middle) 200 GALLERIA PARKWAY, SUITE 970		3. Date of Earliest Transaction (Month/Day/Year) 02/17/2011			
(Street) ATLANTA, GA 30339		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	01/01/2011		G <sup>(1)</sup>	V	53,338	D	\$ 0	420,088	I	By LLCs <sup>(2)</sup>
Common Stock, \$.25 Par Value								4,484,000	D	
Common Stock, \$.25 Par Value								6,000	I	By Trust <sup>(3)</sup>

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)		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					
Phantom Stock Units	\$ 0 <sup>(4)</sup>	02/17/2011		A		3,300.5281	<sup>(5)</sup>	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock, \$.25 Par Value	\$ 63.995	21,708.8932	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOUGH DONALD R /NY 200 GALLERIA PARKWAY SUITE 970 ATLANTA, GA 30339	X			

## Signatures

/s/ Gloria K. Bowden, attorney-in-fact for Donald R. Keough	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) Represents separate gifts of the economic interest in a limited liability company to the reporting person's children.

The reporting person and his wife have investment control over the shares held by three limited liability companies. A majority of the economic interest in these limited liability companies is held (2) by the reporting person's children. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by these limited liability companies except to the extent of his pecuniary interest therein.

These shares are held in a trust for the benefit of the reporting person's children. A management company in which the reporting person has a significant interest is the trustee and also owns one (3) percent of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) Each phantom share unit is economically equivalent to one share of Common Stock.

(5) Phantom share units credited to the reporting person as a result of achieving the performance goal for the 2008-2010 performance period under the Compensation Plan for Non-Employee Directors of The Coca-Cola Company, as amended and restated on December 13, 2007.

(6) The phantom share units credited under The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors are settled in cash the later of (i) January 15 of the year following the year in which the reporting person leaves the Board, or (ii) six months following the date on which 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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