

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) | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2011 | | |
| 200 GALLERIA PARKWAY, SUITE 970 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (Street) | | | 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 | | |
| ATLANTA, GA 30339 | | | | | |
| (City) | (State) | (Zip) | 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 | | | | | | | | 4,484,000 | D | |
| Common Stock, \$.25 Par Value | | | | | | | | 420,088 | I | By LLCs (1) |
| Common Stock, \$.25 Par Value | | | | | | | | 6,000 | I | By Trust (2) |

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 |
| Phantom Stock Units | \$ 0 (3) | 04/01/2011 | | A | | 2,029.8258 (4) | | (5) | (5) | Common Stock, \$.25 Par Value | 2,029.8258 | \$ 67.04 | 23,738.7188 | 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/ Karen V. Danielson, Attorney-in-Fact for Donald R. Keough | | 04/05/2011 |
| **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).

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 (1) 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
- (2) 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.
 - (3) Each phantom share unit is economically equivalent to one share of Common Stock.
 - Consists of 1864.5585 phantom share units credited to the reporting person under The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors (the
 - (4) "Directors' Plan") for 2011 compensation, which may include voluntary deferred compensation, and 165.2673 phantom share units accrued under the Directors' Plan as a result of crediting phantom dividends.
 - (5) The phantom share units credited under the Directors' Plan 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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