| FORM | 4 |
|------|---|
|------|---|

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

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

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#### 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)                                     |   |  |                                   |          |   |  |   | r   |  |  |  |
|---|---|--|-----------------------------------|----------|---|--|---|---|--|--|--|
| 1. Name and Address of Reporting UEBERROTH PETER V            | 2. Issuer Name <b>and</b><br>COCA COLA C  |  | Fradi                             | ng Symbo | 1   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner |   |   |  |  |  |
| (Last) (First)<br>THE CONTRARIAN GROU<br>CAMELBACK STREET, SU | / /                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/01/2011                   |                                   |          |   |  | Officer (give title below)Other (specify below) |   |  |  |  |
| (Street)<br>NEWPORT BEACH, CA 92                              | 660                                       | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   |          |   |  |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| (City) (State)  | (Zip)                                     | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |          |   |  |   |   |  |  |  |
| 1.Title of Security<br>(Instr. 3)                             | 2. Transaction<br>Date<br>(Month/Day/Year | 2A. Deemed<br>Execution Date, if<br>any  | 3. Transact<br>Code<br>(Instr. 8) | tion     | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |  | of (D)  | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)  | Ownership                                      | 7. Nature<br>of Indirect<br>Beneficial |  |
|   |   | (Month/Day/Year)   | Code                              | v        | Amount  | (A) or<br>(D)  | Price   | (Instr. 3 and 4)  | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4)                |  |
| Common Stock, \$.25 Par Value                                 |   |  |                                   |          |   |  |   | 21,000  | D  |  |  |
| Common Stock, \$.25 Par Value                                 |   |  |                                   |          |   |  |   | 22,000  | Ι  | By Trust                               |  |
| Common Stock, \$.25 Par Value                                 |   |  |                                   |          |   |  |   | 10,000  | Ι  | By Wife                                |  |

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  |                 |                  |                    | 4.<br>T    |   | 5. Numbe          |             | 6. Date Exer |            | 7. Title and     |        |            | 9. Number of   |             | 11. Nature |
|  | Conversion      |                  | Execution Date, if |            |   |                   |             | •            |            | , ,              |        | Derivative |                | Ownership   |            |
| -  |                 | (Month/Day/Year) | -                  | Code       |   |                   | <pre></pre> |              |            |                  | 2      |            |                | Beneficial  |            |
| (Instr. 3)   | Price of        |                  | (Month/Day/Year)   | (Instr. 8  |   | Acquired          |             | (II          |            | (Instr. 3 and 4) |        | ` /        | 2              | Derivative  |            |
|  | Derivative      |                  |                    |            |   | or Dispos         | sed         |              |            |                  |        | 2          | (Instr. 4)     |             |            |
|  | Security        |                  |                    |            |   | of (D)            | 4           |              |            |                  |        | 0          | Direct (D)     |             |            |
|  |                 |                  |                    |            |   | (Instr. 3, and 5) | 4,          |              |            |                  |        |            |                | or Indirect |            |
|  |                 |                  |                    |            |   | and 5)            | 1           |              | 1          |                  |        |            | Transaction(s) | · · /       |            |
|  |                 |                  |                    |            |   |                   |             |              |            |                  | Amount |            | (Instr. 4)     | (Instr. 4)  |            |
|  |                 |                  |                    |            |   |                   |             | Date         | Expiration |                  | or     |            |                |             |            |
|  |                 |                  |                    |            |   |                   |             | Exercisable  | Date       | Title            | Number |            |                |             |            |
|  |                 |                  |                    | <b>a</b> 1 |   | ( ) )             |             |              |            |                  | of     |            |                |             |            |
|  |                 |                  |                    | Code       | V | (A)               | (D)         |              |            |                  | Shares |            |                |             |            |
|  |                 |                  |                    |            |   |                   |             |              |            | Common           |        |            |                |             |            |
| Phantom  |                 |                  |                    |            |   | 351.03            |             |              |            | Stock            |        |            |                |             |            |
| Stock  | \$ 0 <u>(1)</u> | 07/01/2011       |                    | Α          |   |                   |             | <u>(3)</u>   | <u>(3)</u> |                  | 351.03 | \$ 67.55   | 50,802.16      | D           |            |
| Units  |                 |                  |                    |            |   | <u>(2)</u>        |             |              |            | \$.25 Par        |        |            |                |             |            |
|  |                 |                  |                    |            |   |                   |             |              |            | Value            |        |            |                |             |            |

## **Reporting Owners**

|        |   |          | Relationships |         |       |  |  |
|--------|---|----------|---------------|---------|-------|--|--|
|        | Reporting Owner Name / Address  | Director | 10%<br>Owner  | Officer | Other |  |  |
| Т<br>1 | JEBERROTH PETER V<br>THE CONTRARIAN GROUP, INC.<br>071 CAMELBACK STREET, SUITE 111<br>NEWPORT BEACH, CA 92660 | Х        |               |         |       |  |  |

### Signatures

| /s/ Gloria K. Bowden, Attorney-in-Fact for Peter V. Ueberroth | 07/06/2011 |
|---|------------|
| 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) Each phantom share unit is economically equivalent to one share of Common Stock.
- (2) Phantom share units accrued under The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors (the "Directors' Plan") as a result of crediting phantom dividends.
- (3) 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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