

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>FAYARD GARY P</b>		2. Issuer Name and Ticker or Trading Symbol <b>COCA COLA CO [KO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Executive Vice President &amp; CFO</div>	
(Last) (First) (Middle) <b>THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/16/2012</b>			
(Street) <b>ATLANTA, GA 30313</b>		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)					

**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	05/16/2012		G	V	12,000	D	\$ 0	110,572	D	
Common Stock, \$.25 Par Value	05/16/2012		G	V	12,000	A	\$ 0	95,977	I	By wife
Common Stock, \$.25 Par Value	05/21/2012		G	V	950 (1)	D	\$ 0	95,027	I	By wife
Common Stock, \$.25 Par Value	05/21/2012		G	V	950 (1)	A	\$ 0	950	I	By LLC
Common Stock, \$.25 Par Value	05/21/2012		G	V	1,100 (2)	D	\$ 0	109,472	D	
Common Stock, \$.25 Par Value	05/21/2012		G	V	1,100 (2)	A	\$ 0	2,050	I	By LLC
Common Stock, \$.25 Par Value	05/22/2012		G	V	950 (3)	D	\$ 0	1,100	I	By LLC
Common Stock, \$.25 Par Value	05/22/2012		G	V	950 (3)	A	\$ 0	950	I	By Investments LLLP
Common Stock, \$.25 Par Value	05/22/2012		G	V	70,200 (4)	D	\$ 0	39,272	D	
Common Stock, \$.25 Par Value	05/22/2012		G	V	70,200 (4)	A	\$ 0	70,200	I	By Holdings LLLP
Common Stock, \$.25 Par Value	05/22/2012		G	V	1,100 (5)	D	\$ 0	0	I	By LLC
Common Stock, \$.25 Par Value	05/22/2012		G	V	1,100 (5)	A	\$ 0	71,300	I	By Holdings LLLP
Common Stock, \$.25 Par Value	05/22/2012		G	V	93,000 (6)	D	\$ 0	2,027	I	By wife
Common Stock, \$.25 Par Value	05/22/2012		G	V	93,000 (6)	A	\$ 0	93,950	I	By Investments LLLP
Common Stock, \$.25 Par Value								10,377 (7)	I	By 401(k) Plan

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	Title	Amount or Number of Shares				
Hypothetical Shares	\$ 0 (8)							(9)	(9)	Common Stock, \$.25 Par Value	14,057		14,057 (10)	I	By Supplemental 401(k) 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		05/25/2012
 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) The reporting person's wife transferred these shares to a limited liability company (the "Family LLC") of which the reporting person and his wife are the sole owners. The reporting person has investment control over the shares held by the Family LLC.
  - (2) The reporting person transferred these shares to the Family LLC. The reporting person has investment control over the shares held by the Family LLC.
  - (3) The Family LLC transferred these shares to a limited liability limited partnership ("Investments LLLP") of which the Family LLC is the sole general partner and of which the reporting person's wife is the sole limited partner.
  - (4) The reporting person transferred these shares to a limited liability limited partnership ("Holdings LLLP") of which the Family LLC is the sole general partner and of which the reporting person is the sole limited partner.
  - (5) The Family LLC transferred these shares to Holdings LLLP of which the Family LLC is the sole general partner and of which the reporting person is the sole limited partner.
  - (6) The reporting person's wife transferred these shares to Investments LLLP of which the Family LLC is the sole general partner and of which the reporting person's wife is the sole limited partner.
  - (7) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of May 22, 2012.
  - (8) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
  - (9) There is no data applicable with respect to the hypothetical shares.
  - (10) As of May 22, 2012.

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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