

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

**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<br><b>CUMMINGS ALEXANDER B JR</b><br><small>(Last) (First) (Middle)</small><br><b>THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA</b><br><small>(Street)</small><br><b>ATLANTA, GA 30313</b><br><small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol<br><b>COCA COLA CO [KO]</b><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/21/2013</b><br>4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Executive Vice President</b><br>6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|

**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   | 02/21/2013                           |  | A                              |   | 85,800 (1)  | A          | \$ 0  | 85,800  | D  |   |
| Common Stock, \$.25 Par Value   |                                      |  |                                |   |   |            |       | 198,608 (2)   | I  | By Trust  |
| Common Stock, \$.25 Par Value   |                                      |  |                                |   |   |            |       | 15,949 (2) (3)  | I  | By 401(k) Plan  |

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 |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (Right to Buy)       | \$ 37.61   | 02/21/2013                           |  | A                              |   | 442,231   | (4)  | 02/20/2023      | Common Stock, \$.25 Par Value                                 | 442,231                    | \$ 0                                       | 442,231  | D  |  |
| Hypothetical Shares                        | \$ 0 (5)   |                                      |  |                                |   |   | (6)  | (6)             | Common Stock, \$.25 Par Value                                 | 20,422                     |  | 20,422 (2) (7)   | I  | By Supplemental 401(k) Plan                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| CUMMINGS ALEXANDER B JR<br>THE COCA-COLA COMPANY<br>ONE COCA-COLA PLAZA<br>ATLANTA, GA 30313 |               |           | Executive Vice President |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Gloria K. Bowden, attorney-in-fact for Alexander B. Cummings Jr. |  | 02/25/2013          |
| <small>**Signature of Reporting Person</small>                       |  | <small>Date</small> |

## 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 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 2010-2012 performance period.
- (2) This number reflects The Coca-Cola Company's two-for-one stock split paid on August 10, 2012.
- (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 20, 2013.
- (4) Option (with tax withholding right) granted on February 21, 2013 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.
- (5) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (6) There is no data applicable with respect to the hypothetical shares.
- (7) As of February 20, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.