

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>FAYARD GARY P</b>  (Last) (First) (Middle) <b>THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA</b>  (Street) <b>ATLANTA, GA 30313</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>COCA COLA CO [KO]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>04/09/2013</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Executive Vice President &amp; CFO</b>  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
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**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	04/09/2013		M		224,000	A	\$ 24.9	412,944	D	
Common Stock, \$.25 Par Value	04/09/2013		S(1)		224,000	D	\$ 41	188,944	D	
Common Stock, \$.25 Par Value								4,054	I	By wife
Common Stock, \$.25 Par Value								142,600	I	By Holdings LLLP (2)
Common Stock, \$.25 Par Value								187,900	I	By Investments LLLP (3)
Common Stock, \$.25 Par Value								22,043 (4)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 24.9	04/09/2013		M		224,000	(5)	12/17/2013	Common Stock, \$.25 Par Value	224,000	\$ 0	0	D	
Hypothetical Shares	\$ 0 (6)						(7)	(7)	Common Stock, \$.25 Par Value	30,939		30,939 (8)	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/ Gary P. Fayard	04/10/2013
<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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on February 28, 2013.
- (2) These shares are held by a limited liability limited partnership ("Holdings LLLP") of which the Family LLC is the sole general partner and a trust for the benefit of the reporting person's wife and their children (the "Family Trust") is the sole limited partner. The reporting person's wife is trustee of the Family Trust.  
These shares are held by a limited liability limited partnership ("Investments LLLP") of which a limited liability company (the "Family LLC") is the sole general partner and two trusts for the benefit of the reporting person's children are the sole limited partners. The reporting person's children are the trustees and beneficiaries of their respective trusts. The reporting person and his wife are the sole owners of the Family LLC and the reporting person has investment control over the shares held by the Family LLC. The reporting person disclaims beneficial ownership of the shares of common stock of The Coca-Cola Company held by Investments LLLP except to the extent of his pecuniary interest therein.
- (3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of April 8, 2013.
- (4) Option (with tax withholding right) granted on December 18, 2003 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became 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 April 8, 2013.

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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