

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 MARK LARRY M | | 2. Issuer Name and Ticker or Trading Symbol COCA COLA CO [KO] | | 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) _____ Vice President, Controller | |
| (Last) (First) (Middle) THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA | | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2019 | | | |
| (Street) ATLANTA, GA 30313 | | 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 | 12/20/2019 | | M | | 38,977 | A | \$ 37.61 | 93,474 | D | |
| Common Stock, \$.25 Par Value | 12/20/2019 | | M | | 54,742 | A | \$ 37.205 | 148,216 | D | |
| Common Stock, \$.25 Par Value | 12/20/2019 | | S ⁽¹⁾ | | 90,289 | D | \$ 54.925 ⁽²⁾ | 57,927 | D | |
| Common Stock, \$.25 Par Value | | | | | | | | 2,704 ⁽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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee Stock Option (Right to Buy) | \$ 37.61 | 12/20/2019 | | M | | 38,977 | | ⁽⁴⁾ 02/20/2023 | | Common Stock, \$.25 Par Value | \$ 0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$ 37.205 | 12/20/2019 | | M | | 54,742 | | ⁽⁵⁾ 02/19/2024 | | Common Stock, \$.25 Par Value | \$ 0 | 0 | D | |
| Hypothetical Shares | ⁽⁶⁾ | | | | | | | ⁽⁷⁾ ⁽⁷⁾ | | Common Stock, \$.25 Par Value | | 6,417 ⁽⁸⁾ | I | By Supplemental 401(k) Plan |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|--|--|----------------------------|--|
| MARK LARRY M THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313 | | | Vice President, Controller | |
|---|--|--|----------------------------|--|

Signatures

| | | |
|--|--|---------------------|
| /s/ Larry M. Mark | | 12/23/2019 |
| <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 October 25, 2019.
The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$54.90 to
- (2) \$55.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) Shares credited to the reporting person's account under The Coca-Cola Company 401(k) Plan, as of December 19, 2019.
- (4) Option (with tax withholding right) granted on February 21, 2013 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (5) Option (with tax withholding right) granted on February 20, 2014 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (6) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (7) There is no data applicable with respect to the hypothetical shares.
- (8) As of December 19, 2019.

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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