

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 MANN JENNIFER K <small>(Last) (First) (Middle)</small> THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA <small>(Street)</small> ATLANTA, GA 30313 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol COCA COLA CO [KO] 3. Date of Earliest Transaction (Month/Day/Year) 02/17/2022 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) _____ Senior Vice President 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 |
|--|---|--|

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 | 02/17/2022 | | A | | 31,994 <u>(1)</u> | A | \$ 0 | 78,834 | D | |
| Common Stock, \$.25 Par Value | 02/17/2022 | | F | | 12,589 <u>(2)</u> | D | \$ 60.9 | 66,245 | D | |
| Common Stock, \$.25 Par Value | | | | | | | | 6,687 <u>(3)</u> | 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 | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 61.34 | 02/17/2022 | | A | | 55,154 | <u>(4)</u> | 02/17/2032 | Common Stock, \$.25 Par Value | 55,154 | \$ 0 | 55,154 | D | |
| Hypothetical Shares | <u>(5)</u> | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock, \$.25 Par Value | 4,416 | | 4,416 <u>(7)</u> | I | By Supplemental 401(k) Plan |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANN JENNIFER K THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313 | | | Senior Vice President | |

Signatures

| | |
|----------------------|------------|
| /s/ Jennifer K. Mann | 02/22/2022 |
|----------------------|------------|

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 the release of performance share units issued under the 2019-2021 performance share unit program.
- (2) Represents shares withheld to satisfy tax liabilities upon the release of performance share units issued on February 17, 2022 under the 2019-2021 performance share unit program.
- (3) Shares credited to the reporting person's account under The Coca-Cola Company 401(k) Plan, as of February 16, 2022.
- (4) Options (with tax withholding right) granted on February 17, 2022 under The Coca-Cola Company 2014 Equity 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 16, 2022.

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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