

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-02217

The Coca-Cola Company  
(Exact name of Registrant as specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

58-0628465  
(IRS Employer  
Identification No.)

One Coca-Cola Plaza  
Atlanta, Georgia  
(Address of principal executive offices)

30313  
(Zip Code)

Registrant's telephone number, including area code (404) 676-2121

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes    X            No  
-----            -----

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock as of the latest practicable date.

Class of Common Stock	Outstanding at July 25, 1997
----- \$.25 Par Value	----- 2,480,344,149 Shares

THE COCA-COLA COMPANY AND SUBSIDIARIES

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Part I. Financial Information

Item 1. Financial Statements (Unaudited)

THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

(In millions except share data)

ASSETS

<TABLE>  
<CAPTION>

	June 30, 1997	December 31, 1996
	-----	-----
<S>	<C>	<C>
CURRENT		
Cash and cash equivalents	\$ 2,552	\$ 1,433
Marketable securities	190	225
	-----	-----
	2,742	1,658
Trade accounts receivable, less allowances of \$23 at June 30 and \$30 at December 31	1,941	1,641
Inventories	1,130	952
Prepaid expenses and other assets	1,770	1,659
	-----	-----
TOTAL CURRENT ASSETS	7,583	5,910
	-----	-----
INVESTMENTS AND OTHER ASSETS		
Equity method investments		
Coca-Cola Enterprises Inc.	285	547
Coca-Cola Amatil Limited	1,363	881
Other, principally bottling companies	2,385	2,004
Cost method investments, principally bottling companies	641	737
Marketable securities and other assets	1,478	1,779
	-----	-----
	6,152	5,948
	-----	-----
PROPERTY, PLANT AND EQUIPMENT		
Land	206	204
Buildings and improvements	1,612	1,528
Machinery and equipment	3,870	3,649
Containers	206	200
	-----	-----
	5,894	5,581
Less allowances for depreciation	2,120	2,031
	-----	-----
	3,774	3,550
	-----	-----
GOODWILL AND OTHER INTANGIBLE ASSETS	814	753
	-----	-----
	\$ 18,323	\$ 16,161
	=====	=====

</TABLE>

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THE COCA-COLA COMPANY AND SUBSIDIARIES

LIABILITIES AND SHARE-OWNERS' EQUITY

<TABLE>

<CAPTION>

	June 30, 1997	December 31, 1996
	-----	-----
<S>	<C>	<C>
CURRENT		
Accounts payable and accrued expenses	\$ 3,591	\$ 2,972
Loans and notes payable	2,979	3,388
Current maturities of long-term debt	154	9
Accrued income taxes	1,616	1,037
	-----	-----
TOTAL CURRENT LIABILITIES	8,340	7,406
	-----	-----
LONG-TERM DEBT	952	1,116
	-----	-----
OTHER LIABILITIES	1,445	1,182
	-----	-----
DEFERRED INCOME TAXES	322	301
	-----	-----
SHARE-OWNERS' EQUITY		
Common stock, \$.25 par value		
Authorized: 5,600,000,000 shares		
Issued: 3,438,826,444 shares at June 30;		
3,432,956,518 shares at December 31	860	858
Capital surplus	1,160	1,058
Reinvested earnings	16,735	15,127
Unearned compensation related to outstanding restricted stock	(54)	(61)
Foreign currency translation adjustment	(858)	(662)
Unrealized gain on securities available for sale	146	156
	-----	-----
	17,989	16,476
	-----	-----
Less treasury stock, at cost		
(958,700,434 shares at June 30;		
951,963,574 shares at December 31)	10,725	10,320
	-----	-----
	7,264	6,156
	-----	-----
	\$ 18,323	\$ 16,161
	=====	=====

<FN>

See Notes to Condensed Consolidated Financial Statements.

</TABLE>

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THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

(In millions except per share data)

<TABLE>

<CAPTION>

	Three Months Ended June 30,		Six Months Ended June 30,	
	1997	1996	1997	1996
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
NET OPERATING REVENUES	\$ 5,075	\$ 5,286	\$ 9,213	\$ 9,510
Cost of goods sold	1,609	1,906	2,904	3,436
	-----	-----	-----	-----
GROSS PROFIT	3,466	3,380	6,309	6,074
Selling, administrative and general expenses	2,023	1,998	3,724	3,659
	-----	-----	-----	-----
OPERATING INCOME	1,443	1,382	2,585	2,415
Interest income	51	70	100	124
Interest expense	62	71	130	143
Equity income	134	94	106	87
Gains on issuances of stock by				

equity investees	363	18	363	18
Other income - net	6	29	342	54
	-----	-----	-----	-----
INCOME BEFORE INCOME TAXES	1,935	1,522	3,366	2,555
Income taxes	621	472	1,065	792
	-----	-----	-----	-----
NET INCOME	\$ 1,314	\$ 1,050	\$ 2,301	\$ 1,763
	=====	=====	=====	=====
NET INCOME PER SHARE	\$ .53	\$ .42	\$ .93	\$ .71
	=====	=====	=====	=====
DIVIDENDS PER SHARE	\$ .14	\$ .125	\$ .28	\$ .25
	=====	=====	=====	=====
AVERAGE SHARES OUTSTANDING	2,480	2,496	2,480	2,499
	=====	=====	=====	=====

<FN>  
See Notes to Condensed Consolidated Financial Statements.

</TABLE>

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THE COCA-COLA COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(In millions)

<TABLE>  
<CAPTION>

	Six Months Ended June 30,	
	1997	1996
	-----	-----
	<C>	<C>
OPERATING ACTIVITIES		
Net income	\$ 2,301	\$ 1,763
Depreciation and amortization	301	235
Deferred income taxes	(13)	41
Equity income, net of dividends received	(71)	(19)
Foreign currency adjustments	38	(17)
Gains on issuances of stock by equity investees	(363)	(18)
Other items	(396)	(39)
Net change in operating assets and liabilities	331	(301)
	-----	-----
Net cash provided by operating activities	2,128	1,645
	-----	-----
INVESTING ACTIVITIES		
Acquisitions and investments, principally bottling companies	(635)	(207)
Purchases of investments and other assets	(147)	(145)
Proceeds from disposals of investments and other assets	1,263	190
Purchases of property, plant and equipment	(472)	(380)
Proceeds from disposals of property, plant and equipment	44	23
Other investing activities	42	(11)
	-----	-----
Net cash provided by (used in) investing activities	95	(530)
	-----	-----
Net cash provided by operations after reinvestment	2,223	1,115
	-----	-----
FINANCING ACTIVITIES		
Issuances of debt	106	944
Payments of debt	(494)	(521)
Issuances of stock	76	56
Purchases of stock for treasury	(405)	(637)
Dividends	(347)	(313)
	-----	-----
Net cash used in financing activities	(1,064)	(471)

EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(40)	(37)
CASH AND CASH EQUIVALENTS		
Net increase during the period	1,119	607
Balance at beginning of period	1,433	1,167
Balance at end of period	\$ 2,552	\$ 1,774
INTEREST PAID	\$ 135	\$ 149
INCOME TAXES PAID	\$ 344	\$ 528

<FN>  
See Notes to Condensed Consolidated Financial Statements.

</TABLE>

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THE COCA-COLA COMPANY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the notes to consolidated financial statements included in the Annual Report on Form 10-K of The Coca-Cola Company (the Company) for the year ended December 31, 1996. In the opinion of Management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six month period ended June 30, 1997, are not necessarily indicative of the results that may be expected for the year ending December 31, 1997.

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

NOTE B - SEASONAL NATURE OF BUSINESS

Unit sales of the Company's soft drink and noncarbonated beverage products are generally greater in the second and third quarters due to seasonal factors.

NOTE C - TREASURY STOCK

The Company purchased approximately 3 million shares of its common stock in the second quarter and approximately 7 million shares for the six months ended June 30, 1997.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE D - BOTTLING TRANSACTIONS

On February 10, 1997, the Company sold its 49 percent interest in Coca-Cola & Schweppes Beverages Ltd. to Coca-Cola Enterprises. This transaction resulted in gross proceeds of approximately \$1 billion and an after-tax gain of approximately \$.08 per share.

On August 7, 1997, the Company sold its 48 percent interest in Coca-Cola Beverages, Ltd. of Canada and its 49 percent ownership of The Coca-Cola Bottling Company of New York, Inc. to Coca-Cola

Enterprises in exchange for aggregate net consideration valued at approximately \$456 million.

#### NOTE E - GAINS ON ISSUANCES OF STOCK BY EQUITY INVESTEES

In June 1997, the Company and San Miguel Corporation ("San Miguel") agreed to sell their interests in Coca-Cola Bottlers Philippines, Inc. to Coca-Cola Amatil Limited ("Coca-Cola Amatil") in exchange for approximately 293 million shares in Coca-Cola Amatil. In connection with this transaction, Coca-Cola Amatil issued approximately 210 million shares to San Miguel valued at \$2,429 million. The issuance to San Miguel resulted in a one-time noncash pretax gain for the Company of approximately \$343 million. The Company has provided deferred taxes of approximately \$141.5 million related to this gain. This transaction resulted in the Company's 36 percent interest in Coca-Cola Amatil being diluted to 33 percent.

In May 1997, the Company and The Cisneros Group of Companies ("The Cisneros Group") agreed to sell their interests in Coca-Cola y Hit de Venezuela to Panamerican Beverages, Inc. ("Panamco") in exchange for approximately 30.6 million shares in Panamco. In connection with this transaction, Panamco issued approximately 13.6 million shares to The Cisneros Group valued at approximately \$402 million. The issuance to The Cisneros Group resulted in a one-time noncash pretax gain for the Company of approximately \$20 million. The Company has provided deferred taxes of approximately \$7.2 million related to this gain. At the completion of this transaction, the Company's ownership in Panamco was approximately 23 percent.

In 1996, Coca-Cola FEMSA de Buenos Aires, S.A. issued approximately 19 million shares to Coca-Cola FEMSA, S.A. de C.V. This issuance reduced the Company's ownership in Coca-Cola FEMSA de Buenos Aires, S.A. from 49 percent to approximately 32 percent. The Company recognized a noncash pretax gain of approximately \$18 million as a result of this transaction. In a subsequent transaction, the Company's ownership in Coca-Cola FEMSA de Buenos Aires, S.A. was reduced to 25 percent.

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#### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

#### NOTE F - ACCOUNTING PRONOUNCEMENTS

In February, 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings Per Share," which is required to be adopted on December 31, 1997. In addition to the Company's current presentation of net income per share, this Statement will require the Company to present diluted net income per share, which includes the dilutive effect of stock options. However, the Company does not believe the additional disclosure of diluted net income per share will materially impact the financial statements.

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#### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

#### RESULTS OF OPERATIONS

#### VOLUME

BEVERAGES (UNIT CASE VOLUME EXCLUDES THE MINUTE MAID COMPANY):  
Worldwide unit case volume increased 7 percent and gallon shipments of concentrates and syrups grew 9 percent in the second quarter of 1997 when compared to the second quarter of 1996. Unit case volume increased 8 percent and gallon shipments grew 8 percent for the first

six months of 1997.

Unit case volume in the Company's North America Group increased 4 percent, on a comparable days basis, in the second quarter, including an increase of 4 percent in the United States. Unit case volume in North America grew 6 percent for the first six months of 1997, including 6 percent growth in the United States. Solid increases in the Company's core brands and the introduction of new products such as Surge and Citra contributed to the volume gains. North American gallon shipments of concentrates and syrups increased 5 percent for the second quarter and 4 percent for the first six months of 1997. Gallon shipments rose 5 percent in the United States for the second quarter and 3 percent for the first six months of 1997 versus the comparable periods of 1996.

In the Latin America Group, unit case volume grew 11 percent in the second quarter. The increase in volume was led by gains of 18 percent in Chile, 15 percent in Argentina, and 7 percent in Mexico. Growth in the Latin America group was tempered by a 3 percent decline in unit cases in Brazil due to reduced consumer purchasing power. Gallon shipments in the Latin America group increased 14 percent in the second quarter of 1997. For the first six months of the year, unit case volume has increased 10 percent and gallon shipments have grown 7 percent in the Latin America Group.

In the Africa Group, second quarter 1997 unit case volume increased 7 percent and gallon shipments increased 16 percent. Unit case volume rose 1 percent in the Southern Africa Division and increased 14 percent in the Northern Africa Division. When compared with the first six months of 1996, unit case volume has increased 9 percent and gallon shipments have increased 21 percent in the Africa group.

Unit case volume in the Middle and Far East Group grew 11 percent in the second quarter, including gains of 8 percent in Japan, 28 percent in China, and 21 percent in the Middle East Division. Gallon shipments in the Middle and Far East Group increased 10 percent in the second quarter. For the first six months of the year, unit case volume has grown 9 percent over the prior year and gallon shipments have increased 11 percent.

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#### RESULTS OF OPERATIONS (Continued)

In the Greater Europe Group, second quarter unit case volume increased 5 percent. Unit case volume grew 12 percent in the East Central European Division, 6 percent in Italy, and 24 percent in the Nordic and North Eurasia Division. Unit case volume in Germany declined 4 percent in the second quarter due to the continued difficult economic environment. Gallon shipments in the Greater Europe Group grew 9 percent in the second quarter. For the first six months of the year, unit case volume and gallon shipments in the Greater Europe Group increased 7 percent and 11 percent, respectively.

THE MINUTE MAID COMPANY: At The Minute Maid Company, unit volume continued to be impacted, as expected, by the decision to exit the not-from-concentrate juice category during 1996. In the second quarter of 1997, unit volume decreased 6 percent versus the second quarter of 1996. During the quarter, aggressive advertising and marketing support for the new taste of Minute Maid Premium from-concentrate orange juice drove an 11 percent volume increase for that product in the United States. For the first six months of the year, unit volume for The Minute Maid Company has declined 7 percent.

#### NET OPERATING REVENUES AND GROSS MARGIN

Net operating revenues declined 4 percent in the second quarter of 1997 and 3 percent year to date versus the prior year. The decline is primarily due to a stronger U.S. dollar and the sale in 1996 of previously consolidated bottling operations in France, Belgium and eastern Germany, partially offset by increased gallon shipments and price increases in certain markets.

The Company's gross margin increased to 68.3 percent in the second quarter of 1997 from 63.9 percent in the second quarter of 1996. The increase in gross margin for the second quarter of 1997 was due primarily to the sale in 1996 of previously consolidated bottling operations in France, Belgium and eastern Germany, shifting proportionately more revenues to the higher margin concentrate business.

#### SELLING, ADMINISTRATIVE AND GENERAL EXPENSES

Selling expenses were \$1,611 million in the second quarter of 1997, compared to \$1,607 million in the second quarter of 1996. For the first six months of the year, selling expenses were \$2,957 million, compared to \$2,897 million in the same period in 1996. The increase in selling expenses is primarily due to higher marketing investments in support of the Company's volume growth, offset by decreased sales and service costs as a result of the sale in 1996 of previously consolidated bottling operations in France, Belgium and eastern Germany.

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#### RESULTS OF OPERATIONS (Continued)

Administrative and general expenses were \$412 million in the second quarter of 1997, compared to \$391 million in the second quarter of 1996. The increase in the second quarter resulted from a nonrecurring provision of \$60 million, related primarily to enhancing manufacturing efficiencies in North America, offset by reduced expenses due primarily to the sale in 1996 of previously consolidated bottling operations in France, Belgium and eastern Germany. Administrative and general expenses were \$767 million and \$762 million for the first six months of 1997 and 1996, respectively.

#### OPERATING INCOME AND OPERATING MARGIN

Operating income for the second quarter of 1997 increased to \$1,443 million, an increase of 4 percent over the second quarter of 1996. Operating income in the second quarter of 1997 was negatively impacted by the \$60 million nonrecurring charge for enhancing manufacturing efficiencies. Operating margin for the second quarter of 1997 was 28.4 percent, compared to 26.1 percent for the comparable period in 1996. Operating income and operating margin for the six months ended June 30, 1997 were \$2,585 million and 28.1 percent, respectively, compared to \$2,415 million and 25.4 percent for the six months ended June 30, 1996.

#### INTEREST INCOME AND INTEREST EXPENSE

Interest income decreased in the second quarter and the six months ended June 30, 1997 relative to the comparable period in 1996, due primarily to decreases in international interest rates over the past 12 months. Interest expense decreased in the second quarter and for the six months ended June 30, 1997, relative to the comparable periods in 1996, due to lower average commercial paper debt balances.

#### EQUITY INCOME

Equity income for the second quarter of 1997 totaled \$134 million, compared to \$94 million in the second quarter of 1996. This increase is due primarily to stronger results from key equity investees such as Coca-Cola Enterprises and The Coca-Cola Bottling Company of New York, Inc. In addition, equity income has benefited from other investments that are now accounted for under the equity method, such as Coca-Cola Erfrischungsgetranke A.G., a German bottler, and Panamerican Beverages, Inc. For the first six months of 1997, equity income totaled \$106 million, compared to \$87 million for the same period in 1996.

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#### RESULTS OF OPERATIONS (Continued)

#### OTHER INCOME - NET

Other income - net was \$6 million for the second quarter of 1997 compared to \$29 million for the second quarter of 1996. For the first six months of 1997, other income - net was \$342 million, compared to \$54 million in the comparable period of the prior year. The increase in the first six months of 1997 as compared to the first six months of 1996 was due primarily to the gain on the sale of the Company's interest in Coca-Cola & Schweppes Beverages Ltd.

#### GAINS ON ISSUANCES OF STOCK BY EQUITY INVESTEES

In June 1997, the Company and San Miguel Corporation ("San Miguel") agreed to sell their interests in Coca-Cola Bottlers Philippines, Inc. to Coca-Cola Amatil Limited ("Coca-Cola Amatil") in exchange for



approximately 293 million shares in Coca-Cola Amatil. In connection with this transaction, Coca-Cola Amatil issued approximately 210 million shares to San Miguel valued at \$2,429 million. The issuance to San Miguel resulted in a one-time noncash pretax gain for the Company of approximately \$343 million. This transaction resulted in the Company's 36 percent interest in Coca-Cola Amatil being diluted to 33 percent.

In May 1997, the Company and The Cisneros Group of Companies ("The Cisneros Group") agreed to sell their interests in Coca-Cola y Hit de Venezuela to Panamerican Beverages, Inc. ("Panamco") in exchange for approximately 30.6 million shares in Panamco. In connection with this transaction, Panamco issued approximately 13.6 million shares to The Cisneros Group valued at approximately \$402 million. The issuance to The Cisneros Group resulted in a one-time noncash pretax gain for the Company of approximately \$20 million. At the completion of this transaction, the Company's ownership in Panamco was approximately 23 percent.

In 1996, Coca-Cola FEMSA de Buenos Aires, S.A. issued approximately 19 million shares to Coca-Cola FEMSA, S.A. de C.V. This issuance reduced the Company's ownership in Coca-Cola FEMSA de Buenos Aires, S.A. from 49 percent to approximately 32 percent. The Company recognized a noncash pretax gain of approximately \$18 million as a result of this transaction.

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#### RESULTS OF OPERATIONS (Continued)

##### INCOME TAXES

The Company's effective tax rate during the second quarter of 1997, when compared to the second quarter of 1996, increased to 32.1 percent from 31.0 percent. The effective tax rate was 31.6 percent for the first six months of 1997 compared to 31.0 percent for the first six months of 1996. The effective tax rate increased over the comparable periods in the prior year due to deferred tax provisions related to the gains on the issuances of stock by equity investees, partially offset by tax benefits derived from significant operations outside the United States which are taxed at rates lower than the U.S. statutory rate of 35 percent.

##### NET INCOME

Net income per share for the second quarter increased at a slightly higher rate than net income due to the Company's share repurchase program.

#### FINANCIAL CONDITION

##### NET CASH FLOW PROVIDED BY OPERATIONS AFTER REINVESTMENT

In the first six months of 1997, net cash flow after reinvestment totaled \$2,223 million, an increase of \$1,108 million over the comparable period in 1996. Net cash provided by operating activities increased \$483 million in the first six months of 1997 due to higher net income and a reduced use of cash for operating assets and liabilities in the first six months of 1997 relative to the comparable period in 1996. As previously discussed, the Company recorded a gain on the sale of its interest in Coca-Cola & Schweppes Beverages Ltd. in the first quarter of 1997 and gains on issuances of stock by Coca-Cola Amatil and Panamco in the second quarter.

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#### FINANCIAL CONDITION (Continued)

Net cash provided by investing activities increased \$625 million in the first six months of 1997 as compared to the first six months of 1996. This net change included a \$1,073 million increase in proceeds from disposals of investments and other assets, primarily as a result of the cash proceeds received from the sale of the Company's interest in Coca-Cola & Schweppes Beverages Ltd., offset by increased acquisition and investment activity and increased investments in property, plant and equipment. The decrease in the Company's investment in Coca-Cola Enterprises in the first six months of 1997 is primarily the result of

a deferred gain related to the sale of the Company's interest in Coca-Cola & Schweppes Beverages Ltd. The deferred gain resulted from the Company's ownership in Coca-Cola Enterprises. The value of the Company's investment in Coca-Cola Amatil increased during the six months ended June 30, 1997 primarily as a result of Coca-Cola Amatil issuing shares to San Miguel Corporation at a value per share greater than the carrying value per share of the Company's interest in Coca-Cola Amatil.

#### FINANCING

Financing activities primarily represent the Company's net borrowing activities, dividend payments and share repurchases. Net cash used in financing activities totaled \$1,064 million and \$471 million for the first six months of 1997 and 1996, respectively. For the first six months of 1997, the Company had net repayments of borrowings of \$388 million, versus net borrowings of \$423 million for the comparable period of 1996. This reduction in net borrowings in 1997 was funded by proceeds received from the sale of the Company's interest in Coca-Cola & Schweppes Beverages Ltd. The Company has earned long-term credit ratings of "AA-" from Standard & Poor's and "Aa3" from Moody's, and the highest credit ratings available for its commercial paper program.

Cash used for share repurchases was \$405 million for the first six months of 1997, compared to \$637 million for the first six months of 1996.

#### EXCHANGE

International operations are subject to certain opportunities and risks, including currency fluctuations and governmental actions. The Company closely monitors its methods of operating in each country and adopts appropriate strategies responsive to each environment. On a weighted average basis, the U.S. dollar was approximately 9 percent stronger during the second quarter of 1997 versus key currencies for the comparable period of the prior year. However, the Company's foreign currency management program mitigates over time the impact of exchange on net income and earnings per share.

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#### Part II. Other Information

##### Item 6. Exhibits and Reports on Form 8-K

###### (a) Exhibits:

- 12 - Computation of Ratios of Earnings to Fixed Charges
- 27.1 - Restated Financial Data Schedule for the six months ended June 30, 1996, submitted to the Securities and Exchange Commission in electronic format
- 27.2 - Financial Data Schedule for the six months ended June 30, 1997, submitted to the Securities and Exchange Commission in electronic format

###### (b) Reports on Form 8-K:

No report on Form 8-K has been filed during the quarter for which this report is filed.

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#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE COCA-COLA COMPANY  
(REGISTRANT)

Date: August 14, 1997

By: /s/ Gary P. Fayard

-----  
Gary P. Fayard  
Vice President and Controller  
(On behalf of the Registrant and  
as Chief Accounting Officer)

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EXHIBIT INDEX

Exhibit Number and Description

- 12 - Computation of Ratios of Earnings to Fixed Charges
- 27.1 - Restated Financial Data Schedule for the six months ended June 30, 1996, submitted to the Securities and Exchange Commission in electronic format
- 27.2 - Financial Data Schedule for the six months ended June 30, 1997, submitted to the Securities and Exchange Commission in electronic format

## THE COCA-COLA COMPANY AND SUBSIDIARIES

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES  
(In millions except ratios)<TABLE>  
<CAPTION>

	Six Months	Year Ended December 31,				
	Ended June 30, 1997	1996	1995	1994	1993	1992
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<b>EARNINGS:</b>						
Income before income taxes and changes in accounting principles	\$ 3,366	\$ 4,596	\$ 4,328	\$ 3,728	\$ 3,185	\$ 2,746
Fixed charges	152	324	318	236	213	207
Adjustments:						
Capitalized interest, net	(6)	(7)	(9)	(5)	(16)	(10)
Equity (income) loss, net of dividends received	(71)	(89)	(25)	(4)	(35)	(30)
Adjusted earnings	<u>\$ 3,441</u>	<u>\$ 4,824</u>	<u>\$ 4,612</u>	<u>\$ 3,955</u>	<u>\$ 3,347</u>	<u>\$ 2,913</u>
<b>FIXED CHARGES:</b>						
Gross interest incurred	\$ 136	\$ 293	\$ 281	\$ 204	\$ 184	\$ 181
Interest portion of rent expense	16	31	37	32	29	26
Total fixed charges	<u>\$ 152</u>	<u>\$ 324</u>	<u>\$ 318</u>	<u>\$ 236</u>	<u>\$ 213</u>	<u>\$ 207</u>
Ratios of earnings to fixed charges	<u>22.6</u>	<u>14.9</u>	<u>14.5</u>	<u>16.8</u>	<u>15.7</u>	<u>14.1</u>

&lt;FN&gt;

At June 30, 1997, the Company is contingently liable for guarantees of indebtedness owed by third parties in the amount of \$294 million. Fixed charges for these contingent liabilities have not been included in the computations of the above ratios as the amounts are immaterial and, in the opinion of Management, it is not probable that the Company will be required to satisfy the guarantees.

&lt;/TABLE&gt;

<TABLE> <S> <C>

<ARTICLE> 5

<LEGEND>

THIS RESTATED FINANCIAL DATA SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF THE COCA-COLA COMPANY FOR THE QUARTER ENDED JUNE 30, 1996, AS SET FORTH IN ITS FORM 10-Q FOR SUCH QUARTER AND FOR THE QUARTER ENDED JUNE 30, 1997, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

</LEGEND>

<MULTIPLIER> 1,000,000

<S>	<C>
<PERIOD-TYPE>	6-MOS
<FISCAL-YEAR-END>	DEC-31-1996
<PERIOD-END>	JUN-30-1996<F1>
<CASH>	1,774
<SECURITIES>	163
<RECEIVABLES>	2,125
<ALLOWANCES>	35
<INVENTORY>	1,291
<CURRENT-ASSETS>	6,570
<PP&E>	6,844
<DEPRECIATION>	2,383
<TOTAL-ASSETS>	16,523
<CURRENT-LIABILITIES>	8,140
<BONDS>	1,144
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<COMMON>	857
<OTHER-SE>	5,079
<TOTAL-LIABILITY-AND-EQUITY>	16,523
<SALES>	9,510
<TOTAL-REVENUES>	9,510
<CGS>	3,436
<TOTAL-COSTS>	3,436
<OTHER-EXPENSES>	0
<LOSS-PROVISION>	0
<INTEREST-EXPENSE>	143
<INCOME-PRETAX>	2,555
<INCOME-TAX>	792
<INCOME-CONTINUING>	1,763
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<EXTRAORDINARY>	0
<CHANGES>	0
<NET-INCOME>	1,763
<EPS-PRIMARY>	0.71
<EPS-DILUTED>	0

<FN>

<F1> RESTATEMENT REFLECTED HEREIN IS THE RESULT OF RECLASSIFICATION TO PRIOR PERIOD'S FINANCIAL STATEMENTS TO CONFORM TO THE CURRENT PERIOD PRESENTATION.

</FN>

</TABLE>

<TABLE> <S> <C>

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF THE COCA-COLA COMPANY FOR THE QUARTER ENDED JUNE 30, 1997, AS SET FORTH IN ITS FORM 10-Q FOR SUCH QUARTER, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

</LEGEND>

<MULTIPLIER> 1,000,000

<S>	<C>
<PERIOD-TYPE>	6-MOS
<FISCAL-YEAR-END>	DEC-31-1997
<PERIOD-END>	JUN-30-1997
<CASH>	2,552
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<ALLOWANCES>	23
<INVENTORY>	1,130
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<COMMON>	860
<OTHER-SE>	6,404
<TOTAL-LIABILITY-AND-EQUITY>	18,323
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<TOTAL-REVENUES>	9,213
<CGS>	2,904
<TOTAL-COSTS>	2,904
<OTHER-EXPENSES>	0
<LOSS-PROVISION>	0
<INTEREST-EXPENSE>	130
<INCOME-PRETAX>	3,366
<INCOME-TAX>	1,065
<INCOME-CONTINUING>	2,301
<DISCONTINUED>	0
<EXTRAORDINARY>	0
<CHANGES>	0
<NET-INCOME>	2,301
<EPS-PRIMARY>	0.93
<EPS-DILUTED>	0

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