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 September 30, 2005

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. 1-2217

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 ☒ No ☐

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ 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 October 24, 2005
$0.25 Par Value	**2,379,170,164 Shares**

THE COCA-COLA COMPANY AND SUBSIDIARIES

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Part I. Financial Information

Part I. Financial Information

Item 1. Financial Statements (Unaudited)

THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
(In millions except per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
NET OPERATING REVENUES	**$ 6,037**	$ 5,596	**$ 17,553**	$ 16,538
Cost of goods sold	**2,235**	2,061	**6,199**	5,861
GROSS PROFIT	**3,802**	3,535	**11,354**	10,677
Selling, general and administrative expenses	**2,225**	2,046	**6,446**	5,846
Other operating charges	**85**	392	**85**	480
OPERATING INCOME	**1,492**	1,097	**4,823**	4,351
Interest income	**49**	39	**163**	106
Interest expense	**49**	47	**179**	138
Equity income — net	**195**	180	**553**	496
Other income (loss) — net	**(34)**	(34)	**(66)**	(64)
Gains on issuances of stock by equity method investees	**—**	—	**23**	49
INCOME BEFORE INCOME TAXES	**1,653**	1,235	**5,317**	4,800
Income taxes	**370**	300	**1,309**	1,154
NET INCOME	**$ 1,283**	$ 935	**$ 4,008**	$ 3,646
BASIC NET INCOME PER SHARE	**$ 0.54**	$ 0.39	**$ 1.67**	$ 1.50
DILUTED NET INCOME PER SHARE	**$ 0.54**	$ 0.39	**$ 1.67**	$ 1.50
DIVIDENDS PER SHARE	**$ 0.28**	$ 0.25	**$ 0.84**	$ 0.75
AVERAGE SHARES OUTSTANDING	**2,384**	2,421	**2,397**	2,431
Effect of dilutive securities	**1**	3	**2**	3
AVERAGE SHARES OUTSTANDING ASSUMING DILUTION	**2,385**	2,424	**2,399**	2,434

Refer to Notes to the Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In millions)

ASSETS

	September 30, 2005	December 31, 2004
CURRENT		
Cash and cash equivalents	**$ 4,951**	$ 6,707
Marketable securities	**111**	61
	5,062	6,768
Trade accounts receivable, less allowances of $72 at September 30 and $69 at December 31	**2,217**	2,171
Inventories	**1,431**	1,420
Prepaid expenses and other assets	**1,810**	1,735
TOTAL CURRENT ASSETS	**10,520**	12,094
INVESTMENTS AND OTHER ASSETS		
Equity method investments:		
Coca-Cola Enterprises Inc.	**1,730**	1,569

Coca-Cola Hellenic Bottling Company S.A.	**1,079**	1,067
Coca-Cola FEMSA, S.A. de C.V.	**899**	792
Coca-Cola Amatil Limited	**732**	736
Other, principally bottling companies	**2,026**	1,733
Cost method investments, principally bottling companies	**393**	355
Other assets	**2,740**	3,054
	9,599	9,306
PROPERTY, PLANT AND EQUIPMENT		
Land	**460**	479
Buildings and improvements	**2,775**	2,853
Machinery and equipment	**6,490**	6,337
Containers	**492**	480
	10,217	10,149
Less allowances for depreciation	**4,340**	4,058
	5,877	6,091
TRADEMARKS WITH INDEFINITE LIVES	**1,957**	2,037
GOODWILL	**1,083**	1,097
OTHER INTANGIBLE ASSETS	**847**	702
TOTAL ASSETS	**$ 29,883**	$ 31,327

Refer to Notes to the Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In millions except share data)

LIABILITIES AND SHAREOWNERS' EQUITY

	September 30, 2005	December 31, 2004
CURRENT		
Accounts payable and accrued expenses	**$ 5,194**	$ 4,283
Loans and notes payable	**3,069**	4,531
Current maturities of long-term debt	**10**	1,490
Accrued income taxes	**683**	667
TOTAL CURRENT LIABILITIES	**8,956**	10,971
LONG-TERM DEBT	**1,121**	1,157
OTHER LIABILITIES	**2,743**	2,814
DEFERRED INCOME TAXES	**537**	450
SHAREOWNERS' EQUITY		
Common stock, $0.25 par value		
Authorized: 5,600,000,000 shares; issued: 3,504,577,485 shares at September 30 and 3,500,489,544 shares at December 31	**876**	875
Capital surplus	**5,331**	4,928
Reinvested earnings	**31,100**	29,105
Accumulated other comprehensive income (loss)	**(1,589)**	(1,348)
	35,718	33,560
Less treasury stock, at cost		
(1,127,111,820 shares at September 30; 1,091,150,977 shares at December 31)	**(19,192)**	(17,625)
	16,526	15,935
TOTAL LIABILITIES AND SHAREOWNERS' EQUITY	**$ 29,883**	$ 31,327

Refer to Notes to the Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In millions)

	Nine Months Ended	
	September 30, 2005	October 1, 2004
OPERATING ACTIVITIES		
Net income	**$ 4,008**	$ 3,646
Depreciation and amortization	**676**	630
Stock-based compensation expense	**268**	271
Deferred income taxes	**(74)**	(44)
Equity income or loss, net of dividends	**(375)**	(359)
Foreign currency adjustments	**93**	(35)
Gains on issuances of stock by equity method investees	**(23)**	(49)
Gains on sales of assets, including bottling interests	**(4)**	(17)
Other operating charges	**85**	480

Other items	**168**	245
Net change in operating assets and liabilities	**458**	(178)
Net cash provided by operating activities	**5,280**	4,590
INVESTING ACTIVITIES		
Acquisitions and investments, principally trademarks and bottling companies	**(635)**	(243)
Purchases of investments and other assets	**(67)**	(25)
Proceeds from disposals of investments and other assets	**20**	129
Purchases of property, plant and equipment	**(633)**	(520)
Proceeds from disposals of property, plant and equipment	**88**	56
Other investing activities	**10**	76
Net cash used in investing activities	**(1,217)**	(527)
FINANCING ACTIVITIES		
Issuances of debt	**29**	2,380
Payments of debt	**(2,867)**	(1,247)
Issuances of stock	**137**	171
Purchases of stock for treasury	**(1,595)**	(1,472)
Dividends	**(1,346)**	(1,809)
Net cash used in financing activities	**(5,642)**	(1,977)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(177)**	18
CASH AND CASH EQUIVALENTS		
Net increase (decrease) during the period	**(1,756)**	2,104
Balance at beginning of period	**6,707**	3,362
Balance at end of period	**$ 4,951**	$ 5,466

Refer to Notes to the Condensed Consolidated Financial Statements.

THE COCA-COLA COMPANY AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note A — Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States 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 the consolidated financial statements included in the Annual Report on Form 10-K of The Coca-Cola Company for the year ended December 31, 2004. When used in these notes, the terms “Company,” “we,” “us” or “our” mean The Coca-Cola Company and all entities included in our consolidated financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine month periods ended September 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005.

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

Our reporting period ends on the Friday closest to the last day of the quarterly calendar period. The third quarter of 2005 and 2004 ended on September 30, 2005 and October 1, 2004, respectively. Our fiscal year ends on December 31 regardless of the day of the week on which December 31 falls.

Note B — Accounting Pronouncements

Variable Interest Entities

In December 2003, the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation No. 46 (revised December 2003), “Consolidation of Variable Interest Entities” (“Interpretation 46” or “FIN 46”). Application of Interpretation 46 was required in consolidated financial statements for the year ended December 31, 2003 for interests in variable interest entities that were considered to be special-purpose entities. Our Company determined that we did not have any arrangements or relationships with special-purpose entities. Application of Interpretation 46 for all other types of variable interest entities was required for our Company effective April 2, 2004.

Interpretation 46 addresses the consolidation of business enterprises to which the usual condition (ownership of a majority voting interest) of consolidation does not apply. This interpretation focuses on controlling financial interests that may be achieved through arrangements that do not involve voting interests. It concludes that in the absence of clear control through voting interests, a company’s exposure (variable interest) to the economic risks and potential rewards from the variable interest entity’s assets and activities are the best evidence of control. If an enterprise holds a majority of the variable interests of an entity, it would be considered the primary beneficiary. Upon consolidation, the primary beneficiary is generally required to include assets, liabilities and noncontrolling interests at fair value and subsequently account for the variable interest as if it were consolidated based on majority voting interest.

In our consolidated financial statements as of and prior to December 31, 2003, we consolidated all entities that we controlled by ownership of a majority of voting interests. As a result of Interpretation 46, effective as of April 2, 2004, our consolidated balance sheet includes the assets and liabilities of:

- all entities in which the Company has ownership of a majority of voting interests; and additionally,

- all variable interest entities for which we are the primary beneficiary.

Our Company holds interests in certain entities, primarily bottlers, previously accounted for under the equity method of accounting that are considered variable interest entities. These variable interests relate to profit guarantees or subordinated financial support for these entities. Upon adoption of Interpretation 46, as of April 2, 2004, we consolidated assets of approximately $383 million and liabilities of approximately $383 million that were previously not recorded on our consolidated balance sheet. We did not record a cumulative effect of an accounting change, and prior periods were not restated. The results of operations of these variable interest entities were included in our consolidated results beginning April 3, 2004 and did not have a material impact for the year ended December 31, 2004. Our Company's investments, plus any loans and guarantees, related to these variable interest entities totaled approximately $268 million at September 30, 2005, representing our maximum exposure to loss. Creditors of the variable interest entities do not have recourse against the general credit of the Company as a result of including these variable interest entities in our consolidated financial statements.

Jobs Creation Act

In October 2004, the American Jobs Creation Act of 2004 (the "Jobs Creation Act") was signed into law. The Jobs Creation Act includes a temporary incentive for U.S. multinationals to repatriate foreign earnings at an approximate effective 5.25 percent federal tax rate. Such repatriations must occur in either an enterprise's last tax year that began before the enactment date, or the first tax year that begins during the one-year period beginning on the date of enactment.

FASB Staff Position 109-2, "Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004" ("FSP 109-2"), indicated that the lack of clarification of certain provisions within the Jobs Creation Act and the timing of the enactment necessitated a practical exception to the requirement of Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes" ("SFAS No. 109"), to reflect in the period of enactment the effect of a new tax law. Accordingly, an enterprise was allowed time beyond the financial reporting period of enactment to evaluate the effect of the Jobs Creation Act on its plan for reinvestment or repatriation of foreign earnings. FSP 109-2 required that the provisions of SFAS No. 109 be applied as an enterprise decides on its plan for reinvestment or repatriation of its unremitted foreign earnings. Refer to Notes J and N.

Inventory Costs

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of Accounting Research Bulletin No. 43, Chapter 4" ("SFAS No. 151"). SFAS No. 151 requires that abnormal amounts of idle facility expense, freight, handling costs and wasted materials (spoilage) be recorded as current period charges and that the allocation of fixed production overheads to inventory be based on the normal capacity of the production facilities. SFAS No. 151 becomes effective for our Company on January 1, 2006. The Company does not believe that the adoption of SFAS No. 151 will have a material impact on our consolidated financial statements.

Share-Based Payment

In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)"). SFAS No. 123(R) supercedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and amends SFAS No. 95, "Statement of Cash Flows." Generally, the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123 "Accounting for Stock-Based Compensation," which our Company adopted effective January 1, 2002. Currently, our Company uses the Black-Scholes-Merton formula to estimate the value of stock options granted to employees and is evaluating option valuation models, including the Black-Scholes-Merton formula, to determine which model we will utilize upon adoption of SFAS No. 123(R). Our Company plans to adopt SFAS No. 123(R), using the modified-prospective method, beginning January 1, 2006. Any impact from the initial adoption of SFAS No. 123(R) will be recorded as a cumulative effect of a change in accounting principle. We do not expect the initial adoption of SFAS No. 123(R) to have a material impact on our Company. We also do not expect the adoption of SFAS No. 123(R) to have a material impact on our Company's future stock-based compensation expense. Additionally, our equity investees are also required to adopt SFAS No. 123(R) no later than January 1, 2006. Our proportionate share of the stock-based compensation expense resulting from the adoption of SFAS No. 123(R) by our equity investees will be recognized as a reduction to equity income.

Exchanges of Nonmonetary Assets

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29" ("SFAS No. 153"). SFAS No. 153 is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. APB Opinion No. 29, "Accounting for Nonmonetary Transactions" ("APB Opinion No. 29"), provided an exception to its basic measurement principle (fair value) for exchanges of similar productive assets. Under APB Opinion No. 29, an exchange of a productive asset for a similar productive asset was based on the recorded amount of the asset relinquished. SFAS No. 153 eliminates this exception and replaces it with an exception of exchanges of nonmonetary assets that do not have commercial substance. SFAS No. 153 became effective for our Company as of July 1, 2005. There were no significant nonmonetary exchange transactions recorded in the three months ended September 30, 2005. The Company will apply the requirements of SFAS No. 153 on any future nonmonetary exchange transactions.

Accounting Changes and Error Corrections

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections, a replacement of APB No. 20 and FASB Statement No. 3" ("SFAS No. 154"). SFAS No. 154 requires retrospective application to prior periods' financial statements of a voluntary change in accounting principle unless it is impracticable. APB Opinion No. 20 "Accounting Changes," previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. This statement will become effective for our Company on January 1, 2006. The Company does not believe that the adoption of SFAS No. 154 will have a material impact on our consolidated financial statements.

Note C — Seasonality

Sales of nonalcoholic beverages are somewhat seasonal, with the second and third calendar quarters accounting for the highest sales volumes in the Northern Hemisphere. The volume of sales in the beverages business may be affected by weather conditions.

Note D — Gains on Issuances of Stock by Equity Method Investees

In the first quarter of 2005, our Company recorded approximately $23 million of noncash pretax gains on the issuances of stock by equity method investees. These gains primarily related to the issuances by Coca-Cola Amatil Limited ("Coca-Cola Amatil") of common stock valued at an amount greater than the book value per share of our investment in Coca-Cola Amatil. Coca-Cola Amatil issued this common stock in connection with an acquisition. We provided deferred taxes of approximately $8 million on these gains. These issuances of common stock reduced our ownership interest in the total outstanding shares of Coca-Cola Amatil from approximately 34.0 percent to approximately 32.4 percent.

In the second quarter of 2004, our Company recorded approximately $49 million of noncash pretax gains on issuances of stock by Coca-Cola Enterprises Inc. ("CCE"). The issuances primarily related to the exercise of CCE stock options by CCE employees at amounts greater than the book value per share of our investment in CCE. These issuances of stock reduced our ownership interest in the total outstanding shares of CCE common stock by approximately 1 percent to approximately 36 percent.

Note E — Comprehensive Income

The following table summarizes total comprehensive income for the applicable periods (in millions):

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004

Net income	**$ 1,283**	$ 935	**$ 4,008**	$ 3,646
Net foreign currency translation adjustment	**(58)**	(50)	**(329)**	18
Net gain (loss) on derivatives	**(18)**	12	**63**	19
Net change in unrealized gain on available-for-sale securities	**34**	8	**32**	23
Net change in minimum pension liability	**(1)**	11	**(7)**	(28)
Total comprehensive income	**$ 1,240**	$ 916	**$ 3,767**	$ 3,678

Note F — Contingencies

On September 30, 2005, we were contingently liable for guarantees of indebtedness owed by third parties in the amount of $219 million. These guarantees are related to third-party customers, bottlers and vendors and have arisen through the normal course of business. These guarantees have various terms, and none of these guarantees is individually significant. The $219 million represents the maximum potential future payments that we could be required to make under the guarantees; however, we do not consider it probable that we will be required to satisfy these guarantees.

Additionally, in December 2003, we granted a $250 million standby line of credit to Coca-Cola FEMSA, S.A. de C.V. ("Coca-Cola FEMSA") with normal market terms. As of September 30, 2005 and December 31, 2004, no amounts had been drawn against this line of credit. This standby line of credit expires in December 2006.

We believe our exposure to concentration of credit risk is limited due to the diverse geographic areas covered by our operations.

The Company is also involved in various legal proceedings. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management has also identified below certain other legal matters where we believe an unfavorable outcome is reasonably possible for which no estimate of possible losses can be made. Management believes that any liability to the Company that may arise as a result of currently pending legal proceedings, including those discussed below, will not have a material adverse effect on the financial condition of the Company taken as a whole.

During the period from 1970 to 1981, our Company owned Aqua-Chem, Inc. ("Aqua-Chem"). A division of Aqua-Chem manufactured certain boilers that contained gaskets that Aqua-Chem purchased from outside suppliers. Several years after our Company sold this entity, Aqua-Chem received its first awsuit relating to asbestos, a component of some of the gaskets. In September 2002, Aqua-Chem notified our Company that it believes we are obligated to them for certain costs and expenses associated with the litigation. Aqua-Chem demanded that our Company reimburse it for approximately $10 million for out-of-pocket litigation-related expenses incurred over the last 18 years. Aqua-Chem has also demanded that the Company acknowledge a continuing obligation to Aqua-Chem for any future liabilities and expenses that are excluded from coverage under the applicable insurance or for which there is no insurance. Our Company disputes Aqua-Chem's claims, and we believe we have no obligation to Aqua-Chem for any of its past, present or future liabilities, costs or expenses. Furthermore, we believe we have substantial legal and factual defenses to Aqua-Chem's claims. The parties entered into litigation to resolve this dispute, which was stayed by agreement of the parties pending the outcome of litigation filed in Wisconsin by certain insurers of Aqua-Chem. In that case, five plaintiff insurance companies filed a declaratory judgment action against Aqua-Chem, the Company and 16 defendant insurance companies seeking a determination of the parties' rights and liabilities under policies issued by the insurers. That litigation remains pending, and the Company believes it has substantial legal and factual defenses to the insurers' claims. Aqua-Chem and the Company have reached a settlement agreement with five of the insurers in the Wisconsin insurance coverage litigation, and those insurers will pay funds into an escrow account for payment of costs arising from the asbestos claims against Aqua-Chem. Aqua-Chem and the Company will continue to litigate their claims for coverage against the 16 other insurers that are parties to the Wisconsin insurance coverage case. The Company also believes Aqua-Chem has substantial insurance coverage to pay Aqua-Chem's asbestos claimants. An estimate of possible losses, if any, cannot be made at this time.

The Company is discussing with the Competition Directorate of the European Commission issues relating to parallel trade within the European Union arising out of comments received by the European Commission from third parties. The Company is fully cooperating with the European Commission and is providing information on these issues and the measures taken and to be taken to address any issues raised. The Company is unable to predict at this time with any reasonable degree of certainty what action, if any, the European Commission will take with respect to these issues.

At the time we acquire or divest our interest in an entity, we sometimes agree to indemnify the seller or buyer for specific contingent liabilities. Management believes that any liability to the Company that may arise as a result of any such indemnification agreements will not have a material adverse effect on the financial condition of the Company taken as a whole.

The Company is involved in various tax matters. We establish reserves at the time that we determine that it is probable that we will be liable to pay additional taxes related to certain matters. We adjust these reserves, including any impact on the related interest and penalties, in light of changing facts and circumstances, such as the progress of a tax audit. A number of years may elapse before a particular matter, for which we may have established a reserve, is audited and finally resolved or when a tax assessment is raised. The number of years with open tax audits varies depending on the tax jurisdiction. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, we record a reserve when we determine the likelihood of loss is probable and the amount of loss is reasonably estimable. Such liabilities are recorded in the line item accrued income taxes in the Company's condensed consolidated balance sheets. Favorable resolution of tax matters that had been previously reserved would be recognized as a reduction to our income tax expense, when known.

The Company is also involved in various tax matters where we have determined that the probability of an unfavorable outcome is reasonably possible. Management believes that any liability to the Company that may arise as a result of currently pending tax matters will not have a material adverse effect on the financial condition of the Company taken as a whole.

Note G — Pension and Other Postretirement Benefit Plans

The following tables summarize net periodic benefit cost for our pension and other postretirement benefit plans for the applicable periods (in millions):

	Pension Benefits		Other Benefits	
	Three Months Ended			
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
Service cost	**$ 22**	$ 20	**$ 7**	$ 7
Interest cost	**40**	36	**11**	11
Expected return on plan assets	**(42)**	(38)	**(1)**	—
Amortization of prior service cost	**2**	2	**—**	—

Recognized net actuarial loss (gain)	**11**	10	**(1)**	—
Net periodic benefit cost	**$ 33**	$ 30	**$ 16**	$ 18

	Pension Benefits		Other Benefits	
	Nine Months Ended			
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
Service cost	**$ 71**	$ 62	**$ 21**	$ 20
Interest cost	**122**	109	**33**	33
Expected return on plan assets	**(131)**	(113)	**(1)**	—
Amortization of prior service cost	**7**	6	**—**	—
Recognized net actuarial loss	**27**	25	**1**	2
Net periodic benefit cost	**$ 96**	$ 89	**$ 54**	$ 55

We contributed $118 million to our pension plans during the nine months ended September 30, 2005, and we anticipate contributing up to an additional $9 million to these plans during the remainder of 2005. We contributed $8 million to our other postretirement benefit plans during the nine months ended September 30, 2005. We do not expect to contribute any additional amounts to the other postretirement benefit plans during the remainder of 2005. We contributed $139 million to the primary qualified U.S. pension plan and $8 million to the U.S. postretirement benefit plan during the nine months ended October 1, 2004.

Note H — Significant Operating and Nonoperating Items

During the second quarter of 2005, our Company received approximately $99 million related to the settlement of a class action lawsuit concerning price-fixing in the sale of high fructose corn syrup ("HFCS") purchased by the Company during the years 1991 to 1995. Subsequent to the receipt of this settlement amount, the Company distributed approximately $57 million to certain bottlers in North America. From 1991 to 1995, the Company purchased HFCS on behalf of these bottlers. Therefore, these bottlers were ultimately entitled to a portion of the proceeds of the settlement. Of the $57 million we distributed to certain bottlers in North America, approximately $44 million was distributed to CCE. The Company's remaining share of the settlement was $42 million, which was recorded as a reduction of cost of goods sold and impacted the Corporate operating segment. Additional insignificant amounts related to the finalization of the settlement may be received by the Company in late 2005 or early 2006.

During the second quarter of 2005, equity income benefited by approximately $21 million primarily related to our proportionate share of CCE's HFCS lawsuit settlement proceeds and changes in certain of CCE's state and provincial tax rates.

During the second quarter of 2004, our Company's equity income benefited by approximately $37 million for our proportionate share of a favorable tax settlement related to Coca-Cola FEMSA.

Note I — Other Operating Charges

In the third quarter of 2005, our Company recorded impairment charges of approximately $85 million primarily related to intangible assets. These intangible assets relate to trademarks for beverages sold in the Philippines market. The Philippines is a component of our East, South Asia and Pacific Rim operating segment. The carrying value of our trademarks in the Philippines, prior to the recording of the impairment charges in the third quarter of 2005, was approximately $268 million. The Philippines impairment was the result of our revised outlook for the Philippines market which has been unfavorably impacted by declines in volume and income before income taxes resulting from the continued lack of an affordable package offering and the continued limited availability of these trademark beverages in the marketplace. We determined the amount of the third quarter 2005 impairment by comparing the fair value of the intangible assets to the current carrying value. Fair values were derived using discounted cash flow analyses with a number of scenarios that were weighted based on the probability of different outcomes. Because the fair value was less than the carrying value of the assets, we recorded an impairment charge to reduce the carrying value of the assets to fair value. This impairment charge was recorded in the line item other operating charges in our condensed consolidated statements of income for the quarter ended September 30, 2005. Our Company is evaluating and implementing new strategies for the Philippines market to address structural issues with the bottling system and product affordability, availability and acceptability issues. If the results of these strategies do not achieve our current expectations, future charges could result related to both our remaining intangible assets as well as our equity method investment in the Philippines bottling operation. Management will continue to monitor the Philippines market and conduct impairment reviews as required.

In the third quarter of 2004, our Company recorded impairment charges totaling approximately $392 million primarily related to franchise rights at Coca-Cola Erfrischungsgetraenke AG ("CCEAG"). The CCEAG impairment was the result of our revised outlook for the German market that was unfavorably impacted by volume declines resulting from market shifts related to the deposit law on non-returnable beverage packages and the corresponding lack of availability for our products in the discount retail channel. The deposit laws in Germany led discount chains to begin selling proprietary packages that could only be returned to their own stores. These proprietary packages continued to gain sales share and customer acceptance. We determined the amount of the third quarter 2004 impairment by comparing the fair value of the intangible assets to the current carrying value. Fair values were derived using discounted cash flow analyses with a number of scenarios that were weighted based on the probability of different outcomes. Because the fair value was less than the carrying value of the assets, we recorded impairment charges to reduce the carrying value of the assets to fair value. These impairment charges were recorded in the line item other operating charges in our condensed consolidated statements of income for the quarter ended October 1, 2004. Our Company continues to evaluate our strategies for the German operations, including addressing significant structural issues that limit the system's ability to respond effectively to the evolving retail and consumer landscape, assessing market changes and determining our expectations related to the political environment. Further unexpected changes in the political environment or market shifts could result in future charges. Management will continue to monitor the German market.

In the second quarter of 2004, our Company recorded impairment charges totaling approximately $88 million. These impairments primarily related to the write-down of certain manufacturing investments. As a result of operating losses generated by these manufacturing investments, management prepared analyses of the future cash flows expected to result from the use of the assets and their eventual disposition. Because the sum of the undiscounted cash flows was less than the carrying value of such assets, we recorded an impairment charge to reduce the carrying value of the assets to fair value. The $88 million also included a write-down of an intangible asset. This $88 million impairment charge was recorded in the line item other operating charges in our condensed consolidated statements of income for the nine months ended October 1, 2004.

Note J — Income Taxes

As discussed in Note B, the Jobs Creation Act was enacted in October 2004. The Jobs Creation Act includes a temporary incentive to U.S. multinationals to repatriate foreign earnings at an approximate effective 5.25 percent federal tax rate. During the first quarter of 2005, the Company decided to repatriate approximately $2.5 billion in previously unremitted foreign earnings. Therefore, the Company recorded a provision for taxes on such previously unremitted foreign earnings of approximately $152 million in the first quarter of 2005. During the second quarter of 2005, the Company repatriated $2.5 billion in previously unremitted foreign earnings. Also, in the second quarter of 2005, the United States Internal Revenue Service and the United States Department of Treasury issued additional guidance related to the Jobs Creation Act. As a result of this guidance, the Company reduced the accrued taxes previously provided on such unremitted earnings by $25 million during the second quarter of 2005.

Subsequent to the end of the third quarter of 2005, the Company and the Board of Directors approved a plan to repatriate approximately $3.6 billion in previously unremitted foreign earnings in the fourth quarter of 2005 under the Jobs Creation Act, and the Company will record a tax liability of approximately $200 million in the fourth quarter. Therefore, the total previously unremitted earnings that will be repatriated during the full year of 2005 is approximately $6.1 billion, with a total tax liability of approximately $327 million. Refer to Note N.

Our effective tax rate reflects tax benefits derived from significant operations outside the United States, which are generally taxed at rates lower than the U.S. statutory rate of 35 percent.

Our effective tax rate was 22.4 percent for the third quarter of 2005 compared to 24.3 percent for the third quarter of 2004. For the third quarter of 2005, our effective tax rate included the following:

- The Company reduced the estimated full-year effective tax rate by 0.5 percentage points in September 2005 in accordance with APB Opinion No. 28, "Interim Financial Reporting." As a result, the Company recorded an entry to reflect the impact of the reduced tax rate on year-to-date earnings in the third quarter of 2005.

- The Company recorded an income tax benefit primarily related to the Philippines impairment charges discussed in Note I at a rate of approximately 5 percent or $4 million.

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was an $18 million tax benefit.

For the third quarter of 2004, our effective tax rate included the following:

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was a tax benefit of approximately $39 million.

- The Company recorded an income tax benefit of approximately $141 million related to the CCEAG impairment charges discussed in Note I at a rate of approximately 36 percent.

- The Company recorded income tax expense of approximately $75 million related to the recording of a valuation allowance on deferred tax assets in CCEAG.

Our effective tax rate for the nine months ended September 30, 2005 was 24.6 percent compared to 24.0 percent for the nine months ended October 1, 2004. For the nine months ended September 30, 2005, our effective tax rate included the following:

- The Company recorded an income tax benefit primarily related to the Philippines impairment charges discussed in Note I at a rate of approximately 5 percent or $4 million.

- The effective tax rate on the Company's receipt of a settlement of a class action lawsuit concerning purchases of HFCS was approximately 39 percent, resulting in a tax provision of approximately $16 million. Refer to Note H.

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was a tax benefit of approximately $91 million.

- The Company repatriated $2.5 billion of previously unremitted foreign earnings under the Jobs Creation Act. Therefore, the Company recorded a provision for taxes on the unremitted foreign earnings of approximately $127 million in the first nine months of 2005.

- The effective tax rate on the gains on the issuances of stock primarily by Coca-Cola Amatil was approximately 37 percent, resulting in a tax provision of approximately $8 million.

- The effective tax rate on the $50 million of accelerated amortization expense related to a change in our estimated service period for retirement-eligible participants was approximately 24 percent, resulting in a tax benefit of approximately $12 million.

- The effective tax rate on the receipt of our proportionate share of CCE's HFCS lawsuit settlement proceeds and changes in certain of CCE's state and provincial tax rates was approximately 8 percent, resulting in a tax provision of approximately $2 million.

For the nine months ended October 1, 2004, our effective tax rate included the following:

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was an income tax benefit of approximately $80 million.

- The Company recorded an income tax benefit of $171 million related to the impairment charges discussed in Note I at a rate of approximately 36 percent.

- The effective tax rate on the gains on the issuances of stock by CCE was approximately 39 percent, resulting in a tax provision of approximately $19 million.

- The Company recorded a tax provision of approximately $13 million on our proportionate share of the favorable tax settlement related to Coca-Cola FEMSA at a rate of approximately 35 percent.

- The Company recorded a tax provision of approximately $75 million related to the recording of a valuation allowance on deferred tax assets in CCEAG.

Note K — Acquisitions and Investments

For the nine months ended September 30, 2005, cash outflows for acquisitions and investments totaled $635 million. During the third quarter of 2005, our Company acquired the German soft-drink bottling company Bremer Erfrischungsgetraenke GmbH ("Bremer") for approximately $167 million from InBev SA. This transaction was accounted for as a business combination, and the results of Bremer's operations have been included in the Company's consolidated financial statements since August 28, 2005. The Company has currently allocated approximately $50 million of the purchase price of this acquisition to property, plant and equipment, approximately $90 million to franchise rights and approximately $10 million to goodwill. The franchise rights have been assigned an indefinite life and the goodwill was allocated to the Germany and Nordic Division within the European Union operating segment. The purchase price allocation is subject to refinement.

Also, in the third quarter of 2005, the Company acquired Sucos Mais, a Brazilian juice company, and completed the acquisition of the remaining 49 percent interest in CCDA Waters L.L.C. ("CCDA") not previously owned by our Company. Our Company and Danone Waters of North America, Inc. ("DWNA") formed CCDA in July 2002 for the production, marketing and distribution of DWNA's bottled spring and source water business in the United States. In forming CCDA, DWNA contributed assets, primarily production facilities, and our Company made a cash payment to acquire a 51 percent equity interest in CCDA.

On April 20, 2005, our Company and Coca-Cola Hellenic Bottling Company S.A. ("Coca-Cola HBC") jointly acquired Multon, a Russian juice company, for a total purchase price of approximately $501 million, split equally between the Company and Coca-Cola HBC. Equity income—net includes the results of Multon's operations beginning April 20, 2005.

Note L — Operating Segments

During the second quarter of 2005, the Company made certain changes to its operating structure impacting its Europe, Eurasia and Middle East operating segment and its Asia operating segment. The Company replaced these operating segments with three new operating segments: the European Union segment, the North Asia, Eurasia and Middle East segment, and the East, South Asia and Pacific Rim segment. The European Union segment includes the Company's operations in all of the current member states of the European Union as well as the European Free Trade Association countries. The North Asia, Eurasia and Middle East segment includes the Company's China, Japan, Eurasia and Middle East, and Russia, Ukraine and Belarus Divisions, and other European countries not in the European Union segment. The East, South Asia and Pacific Rim segment includes the Company's India, Philippines, Southeast and West Asia, and South Pacific and Korea Divisions. Prior year amounts have been reclassified to conform with the new operating structure described above.

Information about our Company's operations as of and for the three months ended September 30, 2005 and October 1, 2004, by operating segment, is as follows (in millions):

	North America	Africa	East, South Asia and Pacific Rim	European Union	Latin America	North Asia, Eurasia and Middle East	Corporate	Consolidated
2005								
Net operating revenues	**$ 1,745**	**$ 312**	**$ 277**	**$ 1,834**	**$ 632**	**$ 1,218**	**$ 19**	**$ 6,037**
Operating income (loss)	**414**	**106**	**(19)** (1)	**586**	**303**	**371**	**(269)**	**1,492**
Income (loss) before income taxes	**411**	**102**	**(15)** (1)	**571**	**348**	**389**	**(153)**	**1,653**
Identifiable operating assets	**4,628**	**753**	**795**	**4,912**	**1,480**	**1,217**	**9,239**	**23,024**
Investments	**122**	**155**	**1,073**	**63**	**1,762**	**779**	**2,905**	**6,859**
2004								
Net operating revenues	$ 1,617	$ 279	$ 283	$ 1,682	$ 522	$ 1,183	$ 30	$ 5,596
Operating income (loss)(2)	377	83	76	146	266	421	(272)	1,097
Income (loss) before income taxes(2)	379	79	86	128	310	428	(175)	1,235
Identifiable operating assets	4,811	764	719	4,685	1,318	1,367	9,746	23,410
Investments	114	140	990	60	1,442	495	2,649	5,890

Intercompany transfers between operating segments were not material.

Certain prior year amounts have been reclassified to conform to the current year presentation.

(1) Operating income (loss) and income (loss) before income taxes were reduced by approximately $85 million and approximately $89 million, respectively, for East, South Asia and Pacific Rim related to the Philippines impairment charges. Refer to Note I.

(2) Operating income (loss) and income (loss) before income taxes were reduced by approximately $15 million for East, South Asia and Pacific Rim, approximately $368 million for European Union, approximately $3 million for North Asia, Eurasia and Middle East and approximately $6 million for Corporate related to impairment charges. Refer to Note I.

Information about our Company's operations for the nine months ended September 30, 2005 and October 1, 2004, by operating segment, is as follows (in millions):

	North America	Africa	East, South Asia and Pacific Rim	European Union	Latin America	North Asia, Eurasia and Middle East	Corporate	Consolidated
2005								
Net operating revenues	**$ 5,048**	**$ 879**	**$ 990**	**$ 5,287**	**$ 1,806**	**$ 3,478**	**$ 65**	**$ 17,553**
Operating income (loss)(1)	**1,188**	**280**	**166** (2)	**1,792**	**886**	**1,302**	**(791)** (3)	**4,823**
Income (loss) before income taxes(1)	**1,191**	**279**	**228** (2)(4)	**1,747**	**1,031**	**1,330**	**(489)** (3)(5)	**5,317**
2004								
Net operating revenues	$ 4,914	$ 736	$ 1,026	$ 5,041	$ 1,544	$ 3,199	$ 78	$ 16,538
Operating income (loss)(6)	1,226	238	299	1,337	781	1,283	(813)	4,351

Income (loss) before income taxes(6)	1,234	232	352	1,288	922(7)	1,297	(525)(8)	4,800

Intercompany transfers between operating segments were not material.

Certain prior year amounts have been reclassified to conform to the current year presentation.

(1) Operating income (loss) and income (loss) before income taxes were reduced by approximately $12 million for North America, approximately $3 million for Africa, approximately $3 million for East, South Asia and Pacific Rim, approximately $3 million for European Union, approximately $4 million for Latin America, approximately $3 million for North Asia, Eurasia and Middle East and approximately $22 million for Corporate as a result of accelerated amortization of stock-based compensation expense due to a change in our estimated service period for retirement eligible participants.

(2) Operating income (loss) and income (loss) before income taxes were reduced by approximately $85 million and approximately $89 million, respectively, for East, South Asia and Pacific Rim related to the Philippines impairment charges. Refer to Note I.

(3) Operating income (loss) and income (loss) before income taxes benefited by approximately $42 million related to the settlement of a class action lawsuit related to HFCS purchases. Refer to Note H.

(4) Income (loss) before income taxes benefited by approximately $23 million due to issuances of stock by Coca-Cola Amatil. Refer to Note D.

(5) Income (loss) before income taxes benefited by approximately $21 million primarily related to our proportionate share of CCE's HFCS lawsuit settlement proceeds and changes in certain of CCE's state and provincial tax rates. Refer to Note H.

(6) Operating income (loss) and income (loss) before income taxes were reduced by approximately $18 million for North America, approximately $15 million for East, South Asia and Pacific Rim, approximately $368 million for European Union, approximately $6 million for Latin America, approximately $9 million for North Asia, Eurasia and Middle East and approximately $64 million for Corporate related to impairment charges. Refer to Note I.

(7) Income (loss) before income taxes benefited by approximately $37 million for our proportionate share of a favorable tax settlement related to Coca-Cola FEMSA. Refer to Note H.

(8) Income (loss) before income taxes benefited by approximately $49 million due to the issuances of stock by CCE. Refer to Note D.

Note M — Restricted Stock, Stock Options and Other Stock Plans

In the third quarter of 2004, in connection with Douglas N. Daft's retirement, the Compensation Committee of the Board of Directors released to Mr. Daft 200,000 shares of restricted stock previously granted to him during the period from April 1992 to October 1998. The terms of these grants provided that the restricted shares be released upon retirement after age 62 but not earlier than five years from the date of grant. The Compensation Committee determined to release the shares in recognition of Mr. Daft's 27 years of service to the Company and the fact that he would turn 62 in March 2005. Mr. Daft forfeited 500,000 shares of restricted stock granted to him in November of 2000 since as of the date of his retirement he had not held these shares for five years from the date of grant. In addition, Mr. Daft forfeited 1,000,000 shares of performance-based restricted stock since Mr. Daft retired prior to the completion of the performance period.

Note N — Subsequent Event

In October 2005, the Company and the Board of Directors approved a plan to repatriate approximately $3.6 billion of previously unremitted foreign earnings in the fourth quarter of 2005 under the Jobs Creation Act, and the Company will record a tax liability of approximately $200 million in the fourth quarter of 2005. Refer to Note J.

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

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Recoverability of Noncurrent Assets

Property, Plant and Equipment. The majority of our noncurrent assets in Germany and India relate to the property, plant and equipment of our Company-owned bottling businesses. Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS No. 144"), requires long-lived assets such as our Germany and India property, plant and equipment to be tested for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Unit case volume in Germany and India continued to decline in the third quarter of 2005, and our bottling operations in these countries incurred operating losses for the nine months ended September 30, 2005. Throughout the first nine months of 2005, including the third quarter, we performed recoverability analyses related to these bottling assets. As of September 30, 2005, the carrying value of assets tested for recoverability was approximately $1,161 million in Germany and approximately $351 million in India.

An impairment loss is required to be recognized under SFAS No. 144 if the carrying amount of the long-lived assets is not recoverable. The carrying amount of long-lived assets is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the long-lived assets. Our recoverability analyses in the third quarter of 2005, prepared separately for the Germany and India bottling businesses, indicated that the sum of our projected undiscounted cash flows exceeded the carrying amount of the long-lived assets. Thus, no impairment was recognized for the three or nine month period ended September 30, 2005.

Our projections of undiscounted cash flows required us to make estimates and assumptions, including assumptions related to consumer preferences and acceptability of products and pricing, cost of goods to be used in production, direct marketing expenses, operating expenses, and estimates of inflation and long-term sales growth rates. Although these estimates were based on our knowledge of current events and actions we may undertake in the future, actual results may ultimately differ from these estimates and assumptions.

The Company will continue to monitor the recoverability of noncurrent assets and investments in bottling operations in Germany and India in the fourth quarter of 2005. The Company will consider the effect of future structural changes, if any, on the recoverability of noncurrent assets related to these markets. The Company continues to focus on improving our short-term performance and strengthening our system's long-term capabilities in Germany and India.

Goodwill, Trademarks and Other Intangible Assets. Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"), classifies intangible assets into three categories: (1) intangible assets with definite lives subject to amortization; (2) intangible assets with indefinite lives not subject to amortization; and (3) goodwill. For intangible assets with definite lives, tests for impairment must be performed if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and goodwill, tests for impairment must be performed at least annually or more frequently if events or circumstances indicate that assets might be impaired. Such tests for impairment are also required for intangible assets recorded by our equity method investees.

In the third quarter of 2005, our Company recorded impairment charges of approximately $85 million primarily related to intangible assets. These intangible assets relate to trademarks for beverages sold in the Philippines market. The Philippines is a component of our East, South Asia and Pacific Rim operating segment. The carrying value of our trademarks in the Philippines, prior to the recording of the impairment charges in the third quarter of 2005, was approximately $268 million. The Philippines impairment was the result of our revised outlook of the Philippines market which has been unfavorably impacted by volume and income before income taxes declines resulting from the continued lack of an affordable package offering and the continued limited availability of these trademark beverages in the marketplace. We determined the amount of the third quarter 2005 impairment by comparing the fair value of the intangible assets to the current carrying value. Fair values were derived using discounted cash flow analyses with a number of scenarios that were weighted based on the probability of different outcomes. Because the fair value was less than the carrying value of the assets, we recorded an impairment charge to reduce the carrying value of the assets to fair value. Impairment charges of $85 million were recorded in the line item other operating charges. In addition, in the third quarter of 2005 we recorded an impairment charge of approximately $4 million in the line item equity income – net related to our proportionate share of a write-down of intangible assets recorded by our equity investee bottler in the Philippines. Our Company is evaluating and implementing new strategies for the Philippines market to address structural issues

with the bottling system and product affordability, availability and acceptability issues. If the results of these strategies do not achieve our current expectations, future charges could result related to both our remaining intangible assets as well as our equity method investment in the Philippines bottling operation. Management will continue to monitor the Philippines market and conduct impairment reviews as required.

RESULTS OF OPERATIONS

Refer to Note L for information relating to certain changes made to our operating segment structure during the second quarter of 2005.

Net Operating Revenues

Net operating revenues were $6,037 million in the third quarter of 2005, compared to $5,596 million in the third quarter of 2004, an increase of $441 million or 8 percent. The following table indicates, on a percentage basis, the estimated impact of key factors resulting in increases in net operating revenues for the three months ended September 30, 2005 versus the comparable period in 2004:

	2005 vs. 2004
Increase in gallon sales, including acquisitions	5%
Price and product/geographic mix	1
Impact of currency fluctuations versus the U.S. dollar	2
Total percentage increase	8%

Our gallon sales increased 5 percent in the third quarter of 2005 when compared to the third quarter of 2004 primarily due to a 4 percent increase in North America, a 7 percent increase in Africa, a 4 percent increase in the European Union, a 5 percent increase in Latin America, a 13 percent increase in North Asia, Eurasia and Middle East, offset by a 5 percent decrease in East, South Asia and Pacific Rim. The increase in gallon sales in North America was primarily related to the Retail Division, led by gallon sales growth in the bottler delivered business. Growth in Africa was led by the South Africa Division as well as the North and West Africa Division. The increase in gallon sales in the European Union was primarily related to the Central Europe Division, the Iberian Division and the Mediterranean Division. The 5 percent increase in Latin America was primarily driven by strong growth in Mexico, Argentina and Brazil. North Asia, Eurasia and Middle East growth was driven by gallon sales growth in China, Russia and Turkey. These increases were offset by lower gallon sales in Japan primarily due to timing. Gallon sales were higher in Japan in the second quarter of 2005 due to inventory build up to support new product launches and the transition to the national supply chain management company. As a result, gallon sales in the third quarter were lower reflecting this timing. East, South Asia and Pacific Rim gallon sales decreased 5 percent primarily due to continuing challenging conditions in both India and the Philippines as well as gallon sales decreases in Australia due to bottler inventory optimization efforts which resulted in lower bottler orders.

For the third quarter of 2005, Company-wide gallon sales and unit case volume both grew 5 percent when compared to the third quarter of 2004. In North America, unit case volume increased 3 percent while gallon sales increased 4 percent, primarily due to the timing of gallon sales. In Africa, gallon sales growth of 7 percent exceeded unit case volume growth of 6 percent primarily due to timing of gallon shipments. In the East, South Asia and Pacific Rim, gallon sales declines were generally in line with unit case volume declines with the exception of India, where unit case volume declines exceeded gallon sales declines. This was primarily due to the build up of inventory during the third quarter of 2005 ahead of the holiday season. In the European Union, gallon sales growth for the third quarter of 2005 was 4 percent while unit case volume grew only 1 percent primarily due to timing of gallon shipments throughout most of the operating segment. In Latin America, gallon sales growth and unit case volume growth were approximately equal, with Colombia and Central America reflecting a build up of inventory offset by Brazil inventory declines. In North Asia, Eurasia and Middle East, unit case volume increased ahead of gallon sales volume due to the acquisition, jointly with Coca-Cola Hellenic Bottling Company S.A. ("Coca-Cola HBC"), of Multon, a Russian juice company, in the second quarter of 2005, which contributed to unit case volume in the quarter. Multon had full year unit case volume of 86 million unit cases in 2004. The Company reports only unit case volume related to Multon as the Company does not sell concentrate to Multon. In China, gallon sales growth exceeded unit case volume growth primarily due to the build up of inventory in prior quarters. In Japan, unit case volume growth exceeded gallon sales growth due to timing of gallon sales in the second quarter of 2005.

Net operating revenues were $17,553 million for the nine months ended September 30, 2005, compared to $16,538 million for the nine months ended October 1, 2004, an increase of $1,015 million or 6 percent. The following table indicates, on a percentage basis, the estimated impact of key factors resulting in increases in net operating revenues for the nine months ended September 30, 2005 versus the comparable period in 2004:

	2005 vs. 2004
Increase in gallon sales, including acquisitions	3%
Structural changes	—
Price and product/geographic mix	—
Impact of currency fluctuations versus the U.S. dollar	3
Total percentage increase	6%

For the nine months ended September 30, 2005, the increase in gallon sales was 3 percent when compared to the nine months ended October 1, 2004 primarily due to an 8 percent increase in Africa, a 6 percent increase in Latin America, and an 11 percent increase in North Asia, Eurasia and Middle East. In Africa, gallon sales growth was led by Nigeria, Egypt, Morocco and South Africa. In Latin America, gallon sales increases were led by growth in Brazil, Mexico, Chile and Argentina. The increase in gallon sales in North Asia, Eurasia and Middle East was primarily due to growth in China, Russia and Turkey. Japan gallon sales for the nine months ended September 30, 2005 were approximately even with the comparable period of the prior year. The increases in gallon sales in Africa, Latin America, and North Asia, Eurasia and Middle East were offset by a 1 percent decrease in the European Union and a 7 percent decrease in East, South Asia and Pacific Rim. In the European Union, gallon sales decreased 1 percent with the largest declines occurring in Germany and Northwest Europe. In East, South Asia and Pacific Rim, gallon sales decreased 7 percent primarily due to the continuing challenging conditions in India and the Philippines. North America gallon sales for the nine months ended September 30, 2005 were approximately even with the prior year.

The decrease in gallon sales in Germany was primarily due to the continuing impact of the mandatory deposit legislation on non-refillable beverage packages and the corresponding limited availability of our products in the discount retail channel. The decrease in gallon sales slowed during the third quarter of 2005 reflecting our limited success in re-entering the discount channel. The discount retail channel has been growing since the implementation of the mandatory deposit "island solution." Our Company is evaluating our strategies for the German operations, including addressing significant structural issues that limit the system's ability to respond effectively to the evolving retail and consumer landscape, assessing market changes and determining our expectations related to the political environment. Although the German legislature passed an amendment to the mandatory deposit legislation which eliminates the "island solution," the amendment extends the mandatory deposit to most non-carbonated beverage categories and also allows for the transition period to last until mid-2006. Therefore, we expect the German market environment to remain difficult for the remainder of 2005. We will continue to focus on improving our short-term performance and strengthening our system's long-term capabilities in Germany.

The decrease in gallon sales in Northwest Europe for the nine months ended September 30, 2005 was primarily due to the decline in the overall retail market and in the carbonated soft drink category.

The decrease in gallon sales in India was primarily due to the impact of price increases to cover rising raw material and distribution costs along with the lingering effects of pesticide allegations in 2003. Further, excessive rainfall in parts of India also contributed to gallon sales declines. In the Philippines, affordability and availability issues continued to negatively impact gallon sales. The Company is continuing to focus on improving our performance in these markets; however, the India and Philippine markets will remain difficult for the remainder of 2005.

For the nine months ended September 30, 2005, Company-wide gallon sales grew 3 percent while reported unit case volume grew at 4 percent when compared to the nine months ended October 1, 2004. In North America, gallon sales growth was approximately even with the prior year period while reported unit case volume increased 1 percent when compared to the same period in the prior year primarily due to the impact of higher gallon sales in 2004 related to the launch of Coca-Cola C2 and a change in shipping routes in 2004. In the European Union, gallon sales declined by 1 percent while reported unit case volume was even with the prior year primarily due to the timing of 2004 gallon sales throughout most of the operating segment and planned inventory reductions primarily in Greece and Israel. In the East, South Asia and Pacific Rim, gallon sales declines were ahead of reported unit case volume declines primarily due to timing of gallon sales in India and the Philippines. In the South Pacific and Korea Division, gallon sales declined while reported unit case volume was even due to planned inventory reductions in Australia. In North Asia, Eurasia and Middle East, reported unit case volume increased ahead of gallon sales volume due to the acquisition of Multon, which contributed to reported unit case volume for the nine months ended September 30, 2005, along with timing of 2004 gallon sales impacting most of the remaining divisions in the operating

segment. In Africa and Latin America, gallon sales growth and reported unit case volume growth were approximately equal for the nine months ended September 30, 2005 compared to the comparable period of 2004.

Gallon sales and reported unit case volume are not necessarily equal during any given period. Items such as seasonality, bottlers' inventory practices, supply point changes, timing of price increases and new product introductions can create differences between gallon sales and reported unit case volume. For a more detailed discussion on unit case volume, refer to the heading "Beverage Volume."

The favorable impact of currency fluctuations for the three months and nine months ended September 30, 2005 versus the comparable periods of 2004 resulted from the strength of most key currencies versus the U.S. dollar, especially a stronger euro that favorably impacted the European Union operating segment and a stronger Japanese yen that favorably impacted the North Asia, Eurasia and Middle East operating segment.

The contributions of the two major categories of Company operations to net operating revenues were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
Company operations, excluding bottling operations	**$ 5,105**	$ 4,767	**$ 14,911**	$ 14,125
Company-owned bottling operations	**932**	829	**2,642**	2,413
Net operating revenues	**$ 6,037**	$ 5,596	**$ 17,553**	$ 16,538

Gross Profit

Our gross profit margin decreased to 63.0 percent in the third quarter of 2005 from 63.2 percent in the third quarter of 2004 partially due to unfavorable product mix in Japan. Our gross profit margin increased to 64.7 percent in the nine months ended September 30, 2005 from 64.6 percent in the comparable period of 2004. Our receipt, during the second quarter of 2005, of a net settlement of approximately $42 million related to a class action lawsuit concerning the purchase of high fructose corn syrup ("HFCS") positively impacted our 2005 gross profit for the nine months ended September 30, 2005. This amount was recorded as a reduction to cost of goods sold and impacted the Corporate segment. Refer to Note H.

Selling, General and Administrative Expenses

The following table sets forth the significant components of selling, general and administrative expenses (in millions):

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
Selling and advertising expenses	**$ 1,612**	$ 1,392	**$ 4,460**	$ 3,953
General and administrative expenses	**560**	572	**1,718**	1,622
Stock-based compensation expense	**53**	82	**268**	271
Selling, general and administrative expenses	**$ 2,225**	$ 2,046	**$ 6,446**	$ 5,846

Selling, general and administrative expenses increased approximately $179million or 9 percent for the third quarter of 2005 as compared to the third quarter of 2004. Approximately 1 percentage point of this increase was due to an overall weaker U.S. dollar. A significant portion of the increase in selling and advertising expenses is related to previously announced increases in marketing activities during the third quarter of 2005 as compared to the third quarter of 2004. General and administrative expenses decreased for the quarter ended September 30, 2005 versus the comparable period in 2004 primarily due to various small gains on land sales and higher expenses in the third quarter of 2004 in the finished products business, which were partially offset by planned increases in expenses for innovation activities. The decrease in stock-based compensation is primarily related to the lower average fair value per share of stock options expensed in the current year compared to the average fair value per share expensed in the comparable period of the prior year.

Selling, general and administrative expenses increased $600 million or 10 percent for the nine months ended September 30, 2005 as compared to the same period of 2004. Approximately 2 percentage points of this increase was due to an overall weaker U.S. dollar (especially compared to the euro and the Japanese yen). The increase in selling and advertising expenses is primarily related to previously announced increases in marketing activities during the nine months ended September 30, 2005 as compared to the prior year period. General and administrative expenses increased for the nine months ended September 30, 2005 versus the comparable period in 2004 primarily due to the consolidation of certain bottlers under Financial Accounting Standards Board Interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest Entities" and increased expenses for innovation activities. The decrease in stock-based compensation expense is primarily related to the lower average fair value per share of stock options expensed in the current year compared to the average fair value per share expensed in the comparable period of the prior year, partially offset by approximately $50 million of accelerated amortization of compensation expense related to a change in our estimated service period for retirement-eligible participants in our plans when the terms of their stock-based compensation awards provide for accelerated vesting upon early retirement. The Company expects the full year impact of this change in our estimated service period to be approximately $55 million for 2005. For 2006 and beyond, the Company currently expects the accelerated amortization of stock-based compensation to increase expenses by approximately $15 million annually, assuming the total fair value of stock awards, the demographics of the participants and the plan design remain consistent with 2005. We expect selling, general and administrative expenses for the fourth quarter of 2005 compared with the fourth quarter of 2004 to be negatively impacted by the timing of innovation expenses and lower marketing expenses in the fourth quarter of 2004.

Other Operating Charges

In the third quarter of 2005, our Company recorded impairment charges primarily related to intangible assets of approximately $85 million. These intangible assets relate to trademark beverages sold in the Philippines market. Refer to discussion under "Application of Critical Accounting Policies."

In the third quarter of 2004, our Company recorded impairment charges totaling approximately $392 million primarily related to franchise rights at Coca-Cola Erfrischungsgetraenke AG ("CCEAG"). The CCEAG impairment was the result of our revised outlook for the German market that was unfavorably impacted by volume declines resulting from market shifts related to the deposit law on non-returnable beverage packages and the corresponding lack of availability for our products in the discount retail channel. The deposit law in Germany led discount chains to begin selling proprietary packages that could only be returned to their own stores.

We determined the amount of the third quarter 2004 impairment by comparing the fair value of the intangible assets to the then current carrying value. Fair values were derived using discounted cash flow analyses with a number of scenarios that were weighted based on the probability of different outcomes. Because the fair value was less than the carrying value of the assets, we recorded impairment charges to reduce the carrying value of the assets to fair value. These impairment charges were recorded in the line item other operating charges in the condensed consolidated statements of income for the quarter ended October 1, 2004. Our Company is evaluating our strategies for the German operations, including addressing significant structural issues that limit the system's ability to respond effectively to the evolving retail and consumer landscape, assessing market changes and determining our expectations related to the political environment. Further unexpected changes in the political environment or market shifts could result in future charges. Management will continue to monitor these factors.

In the second quarter of 2004, our Company recorded impairment charges totaling approximately $88 million. These impairments primarily related to the write-down of certain manufacturing investments. As a result of operating losses generated by these manufacturing investments, management prepared analyses of the future cash flows expected to result from the use of the assets and their eventual disposition. Because the sum of the undiscounted cash flows was less than the carrying value of such assets, we recorded an impairment charge to reduce the carrying value of the assets to fair value. The $88 million also included a write-down of an intangible asset.

Operating Income and Operating Margin

Information about our operating income by operating segment on a percentage basis is as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
North America	**27.7%**	34.4%	**24.6%**	28.2%
Africa	**7.1**	7.6	**5.8**	5.5
East, South Asia and Pacific Rim	**(1.3)**	6.9	**3.4**	6.9
European Union	**39.3**	13.3	**37.2**	30.7
Latin America	**20.3**	24.2	**18.4**	17.9
North Asia, Eurasia and Middle East	**24.9**	38.4	**27.0**	29.5
Corporate	**(18.0)**	(24.8)	**(16.4)**	(18.7)
Operating income	**100.0%**	100.0%	**100.0%**	100.0%

Information about our operating margin by operating segment is as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2005	October 1, 2004	**September 30, 2005**	October 1, 2004
North America	**23.7%**	23.3%	**23.5%**	24.9%
Africa	**34.0**	29.7	**31.9**	32.3
East, South Asia and Pacific Rim	**(6.9)**	26.9	**16.8**	29.1
European Union	**32.0**	8.7	**33.9**	26.5
Latin America	**47.9**	51.0	**49.1**	50.6
North Asia, Eurasia and Middle East	**30.5**	35.6	**37.4**	40.1
Corporate	*	*	*	*
Operating margin	**24.7%**	19.6%	**27.5%**	26.3%

* Calculation is not meaningful.

Operating income was $1,492 million for the third quarter of 2005, compared to $1,097 million in the third quarter of 2004, an increase of $395 million or 36 percent. Our operating margin for the third quarter of 2005 was 24.7 percent, compared to 19.6 percent for the comparable period in 2004. Operating income was $4,823 million in the nine months ended September 30, 2005, compared to $4,351 million in the nine months ended October 1, 2004, an increase of $472 million or 11 percent. Our operating margin for the first nine months of 2005 was 27.5 percent, compared to 26.3 percent for the comparable period in 2004.

As demonstrated by the tables above, the percentage contribution to operating income and operating margin by each operating segment fluctuated between the periods. Operating income and operating margin by operating segment were influenced by a variety of factors and events, primarily the following:

- In the three and nine months ended September 30, 2005, foreign currency exchange rates positively impacted operating income by approximately 6 percent and 5 percent, respectively, as compared to the prior year periods, primarily related to the euro, which impacted the European Union operating segment, and the Japanese yen, which impacted the North Asia, Eurasia and Middle East operating segment.

- In the three and nine months ended September 30, 2005, the increase in net revenues and gross profit was partially offset by increased spending on marketing and innovation activities in each operating segment.

- In the third quarter of 2005, our Company recorded impairment charges totaling approximately $85 million related to the Philippines which decreased our operating margins for the three and nine months ended September 30, 2005, which impacted the East, South Asia and Pacific Rim operating segment. Refer to heading "Other Operating Charges."

- In the second quarter of 2005, our Company received approximately $99 million related to the settlement of a class action lawsuit concerning price-fixing in the sale of HFCS purchased by the Company during the years 1991 to 1995. Subsequent to the receipt of this settlement, the Company distributed approximately $57 million to certain bottlers in North America. From 1991 to 1995, the Company purchased HFCS on behalf of these bottlers. Therefore, these bottlers were ultimately entitled to the proceeds of the settlement. Amounts distributed by our Company to Coca-Cola Enterprises Inc. ("CCE") were approximately $44 million. The Company's remaining share of the settlement was $42 million, which was recorded as a reduction of cost of goods sold and impacted the Corporate operating segment.

- In the third quarter of 2004, our Company recorded impairment charges totaling approximately $392 million primarily related to franchise rights at CCEAG which decreased our operating margins for the three and nine months ended October 1, 2004. Of the approximately $392 million recorded in the third quarter of 2004, approximately $15 million impacted the East, South Asia and Pacific Rim operating segment, approximately $368 million impacted the European Union operating segment, approximately $3 million impacted the North Asia, Eurasia and Middle East operating segment and approximately $6 million impacted the Corporate operating segment. Refer to heading "Other Operating Charges."

- In the second quarter of 2004, our Company recorded impairment charges totaling approximately $88 million. These impairment charges primarily related to the write-down of certain manufacturing investments which decreased our operating margins for the nine months ended October 1, 2004. Of the approximately $88 million impairment charges recorded in the second quarter of 2004, approximately $18 million impacted the North America operating segment, approximately $6 million impacted the Latin America operating segment, approximately $6 million impacted the North Asia, Eurasia and Middle East operating segment and $58 million impacted the Corporate operating segment. Refer to heading "Other Operating Charges."

Interest Income

Interest income increased to $49 million for the third quarter of 2005 from $39 million for the third quarter of 2004 and increased to $163 million for the nine months ended September 30, 2005 from $106 million for the nine months ended October 1, 2004. These increases were primarily due to higher average short-term investment balances at international locations. These balances were being held at international locations as the Company completed its evaluation of further reinvestment and repatriation opportunities under the American Jobs Creation Act of 2004 (the "Jobs Creation Act"). Refer to Note B.

Interest Expense

In the third quarter of 2005, interest expense increased by $2 million compared to the third quarter of 2004. For the nine months ended September 30, 2005, interest expense increased $41 million compared to the nine months ended October 1, 2004. These increases were primarily due to higher average interest rates on commercial paper borrowings in the United States, partially offset by lower interest expense at CCEAG due to the repayment of current maturities of long-term debt in the third quarter of 2005.

Equity Income — Net

Our Company's share of income from equity method investments for the third quarter of 2005 totaled $195 million, compared to $180 million for the third quarter of 2004, an increase of $15 million or 8 percent. The increase was primarily due to improved operating results at Coca-Cola Amatil Limited ("Coca-Cola Amatil") and equity income from Multon. In the third quarter of 2005, the Company recorded a $4 million impairment charge related to the Company's proportionate share of a write-down of an intangible asset recorded by Coca-Cola Bottlers Philippines, Inc., an equity method investee.

Our Company's share of income from equity method investments for the nine months ended September 30, 2005 totaled $553 million, compared to $496 million for the nine months ended October 1, 2004, an increase of $57 million or 11 percent. The increase was primarily related to approximately $21 million from our proportionate share of CCE's HFCS lawsuit settlement and changes in certain of CCE's state and provincial tax rates. The increase also reflected improved operating results at CCE, Coca-Cola Amatil, Coca-Cola HBC and equity income from Multon. Equity income for the first nine months of 2004 included approximately $37 million from our proportionate share of a favorable tax settlement obtained by Coca-Cola FEMSA, S.A. de C.V. ("Coca-Cola FEMSA").

Other Income (Loss) — Net

Other income (loss) — net was a net loss of $34 million for both the third quarter of 2005 and 2004. Other income (loss) — net was a net loss of $66 million for the first nine months of 2005 compared to a net loss of $64 million for the first nine months of 2004. This line item, in the three and nine month periods of 2005 and 2004, included the impact of net foreign exchange gains and losses, accretion of the discounted value of our liability to purchase CCEAG shares and minority shareowners' proportional share of net income of certain consolidated subsidiaries. Comparing the 2005 periods to the 2004 periods, no individually significant changes occurred for these items.

Gains on Issuances of Stock by Equity Method Investees

When one of our equity method investees issues additional shares to third parties, our percentage ownership interest in the investee decreases. In the event the issuance price per share is higher or lower than our average carrying amount per share, we recognize a noncash gain or loss on the issuance. This noncash gain or loss, net of any deferred taxes, is generally recognized in our net income in the period the change of ownership interest occurs.

In the first quarter of 2005, our Company recorded approximately $23 million of noncash pretax gains on the issuances of stock by equity method investees. These gains primarily related to the issuances by Coca-Cola Amatil of common stock valued at an amount greater than the book value per share of our investment in Coca-Cola Amatil. Coca-Cola Amatil issued this common stock in connection with an acquisition. We recorded deferred taxes of approximately $8 million on these gains. These issuances of common stock reduced our ownership interest in the total outstanding shares of Coca-Cola Amatil from approximately 34.0 percent to approximately 32.4 percent.

In the second quarter of 2004, our Company recorded approximately $49 million of noncash pretax gains due to the issuances of stock by CCE. The issuances primarily related to the exercise of CCE stock options by CCE employees at amounts greater than the book value per share of our investment in CCE. These issuances of stock reduced our ownership interest in the total outstanding shares of CCE common stock by approximately 1 percent to approximately 36 percent. During the nine months ended September 30, 2005, the Company did not record any gains on issuances of stock by CCE due to CCE's planned treasury stock repurchase program.

Income Taxes

Subsequent to the end of the third quarter of 2005, the Company and the Board of Directors approved a plan to repatriate approximately $3.6 billion in previously unremitted foreign earnings in the fourth quarter of 2005 under the Jobs Creation Act and the Company will record a tax liability of approximately $200 million in the fourth quarter. Therefore, the total previously unremitted earnings that will be repatriated during the full year of 2005 is approximately $6.1 billion, with a total tax liability of approximately $327 million. Refer to Notes J and N.

Our effective tax rate reflects tax benefits derived from significant operations outside the United States, which are generally taxed at rates lower than the U.S. statutory rate of 35 percent.

Our effective tax rate was 22.4 percent for the third quarter of 2005 compared to 24.3 percent for the third quarter of 2004. For the third quarter of 2005, our effective tax rate included the following:

- The Company reduced the estimated full-year effective tax rate by 0.5 percentage points in September 2005 in accordance with Accounting Principles Board Opinion No. 28, "Interim Financial Reporting." As a result, the Company recorded an entry to reflect the impact of the reduced tax rate on year-to-date earnings in the third quarter of 2005.

- The Company recorded an income tax benefit primarily related to the Philippines impairment charges discussed in Note I at a rate of approximately 5 percent or $4 million.

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was an $18 million tax benefit.

For the third quarter of 2004, our effective tax rate included the following:

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was a tax benefit of approximately $39 million.

- The Company recorded an income tax benefit of approximately $141million related to the CCEAG impairment charges discussed in Note I at a rate of approximately 36 percent.

- The Company recorded income tax expense of approximately $75 million related to the recording of a valuation allowance on deferred tax assets in CCEAG.

Our effective tax rate for the nine months ended September 30, 2005 was 24.6 percent compared to 24.0 percent for the nine months ended October 1, 2004. For the nine months ended September 30, 2005, our effective tax rate included the following:

- The Company recorded an income tax benefit primarily related to the Philippines impairment charges discussed in Note I at a rate of approximately 5 percent or $4 million.

- The effective tax rate on the Company's receipt of a settlement of a class action lawsuit concerning purchases of HFCS was approximately 39 percent, resulting in a tax provision of approximately $16 million. Refer to Note H.

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was a tax benefit of approximately $91 million.

- The Company repatriated $2.5 billion of previously unremitted foreign earnings under the Jobs Creation Act. Therefore, the Company recorded a provision for taxes on the unremitted foreign earnings of approximately $127 million in the first nine months of 2005.

- The effective tax rate on the gains on the issuances of stock primarily by Coca-Cola Amatil was approximately 37 percent, resulting in a tax provision of approximately $8 million.

- The effective tax rate on the $50 million of accelerated amortization expense related to a change in our estimated service period for retirement-eligible participants was approximately 24 percent, resulting in a tax benefit of approximately $12 million.

- The effective tax rate on the receipt of our proportionate share of CCE's HFCS lawsuit settlement proceeds and changes in certain of CCE's state and provincial tax rates was approximately 8 percent, resulting in a tax provision of approximately $2 million.

For the nine months ended October 1, 2004, our effective tax rate included the following:

- The Company resolved certain tax matters in various jurisdictions. The net result of resolving these matters was an income tax benefit of approximately $80 million.

- The Company recorded an income tax benefit of $171 million related to the impairment charges discussed in Note I at a rate of approximately 36 percent.

- The effective tax rate on the gains on the issuances of stock by CCE was approximately 39 percent, resulting in a tax provision of approximately $19 million.

- The Company recorded a tax provision of approximately $13 million on our proportionate share of the favorable tax settlement related to Coca-Cola FEMSA at a rate of approximately 35 percent.

- The Company recorded a tax provision of approximately $75 million related to the recording of a valuation allowance on deferred tax assets in CCEAG.

For the remainder of 2005, based on current tax laws, the Company's effective tax rate is expected to be approximately 23.5 percent before considering the effect of any unusual or special items that may affect our tax rate in future periods, including taxes associated with additional amounts which will be repatriated under the Jobs Creation Act. Refer to Notes J and N.

Beverage Volume

We measure our sales volume in two ways: (1) gallons and (2) unit cases of finished products. "Gallons" is a unit of measurement for concentrates (sometimes referred to as beverage bases), syrups, finished beverages and powders (in all cases, expressed in equivalent gallons of syrup) for all beverage products which are reportable as unit case volume. Most of
our revenues are based on gallon sales, a primarily wholesale activity. "Unit cases" is a unit of measurement equal to 192 U.S. fluid ounces of finished beverage (24 eight-ounce servings). Unit case volume represents the number of unit cases of licensed beverage products directly or indirectly sold by the Coca-Cola system to customers. Also included in unit case volume are sales by joint ventures in which the Company is a partner. Unit case volume is derived based on estimates supplied by our bottling partners and distributors. Gallon sales and unit case volume are not necessarily equal during any given period. Items such as seasonality, bottlers' inventory practices, supply point changes, timing of price increases and new product introductions can create differences between gallon sales and unit case volume.

Although most of our Company's revenues are not based directly on unit case volume, we believe unit case volume is one of the measures of the underlying strength of the Coca-Cola system because it measures trends at the consumer level. Comparing unit case volume for the three and nine months ended September 30, 2005 to unit case volume for the comparable periods in 2004, approximate unit case volume growth results were as follows:

	Unit Case Volume Growth Based on Average Daily Sales 2005 versus 2004 Percentage Change		Reported Unit Case Volume Growth 2005 versus 2004 Percentage Change	
	Third Quarter	Year-to-Date	Third Quarter	Year-to-Date
Worldwide	5	5	5	4
North America Operations	3	2	3	1
International Operations — Total	6	6	6	5
Africa	6	9	6	8
East, South Asia and Pacific Rim	(5)	(4)	(5)	(5)
European Union	1	1	1	—
Latin America	5	7	5	6
North Asia, Eurasia and Middle East	17	15	17	14

Unit case volume growth based on average daily sales is computed by comparing the average daily sales in each of the corresponding periods. Average daily sales for each quarter are the unit cases sold during the quarter divided by the number of days in the quarter.

Reported unit case volume growth is computed by comparing the unit cases sold in the three and nine month periods ended September 30, 2005 to the unit cases sold in the three and nine month periods ended October 1, 2004. In the first nine months of 2005, these amounts are less than the amounts computed on an average daily sales basis because of two fewer shipping days during the first quarter of 2005 as compared to the first quarter of 2004. The difference in shipping days will be partially offset in the fourth quarter of 2005.

In the North America operating segment, unit case volume in the Retail Division increased 4 percent for the third quarter of 2005 compared to the third quarter of 2004 reflecting improved performance in the bottler delivered business primarily related to Dasani, Coke Zero and noncarbonated beverages, along with strong growth in the warehouse juice and warehouse water operations. The Foodservice and Hospitality Division unit case volume for the third quarter of 2005 increased 3 percent when compared to the third quarter of 2004 reflecting improved trends in restaurant traffic partially offset by the impact of higher fuel costs and Hurricane Katrina on consumer restaurant spending.

Unit case volume in the European Union operating segment increased 1 percent in the third quarter of 2005 versus the comparable period of the prior year, primarily due to strong growth in Spain and Central Europe partially offset by declines in Germany and Northwest Europe. Germany unit case volume declined 1 percent in the third quarter of 2005 due to the continued impact of the mandatory deposit legislation on the availability of one-way packages along with overall industry weakness. The Company has achieved limited availability of our products in most discounters. The Company believes Germany will continue to be a challenging market during the remainder of 2005 and into 2006. Northwest Europe unit case volume declined in the third quarter of 2005 primarily due to soft overall retail and carbonated soft drink category trends which are expected to continue through the remainder of 2005.

In the North Asia, Eurasia and Middle East operating segment, unit case volume grew by 17 percent in the third quarter of 2005 versus the prior year period, led by 23 percent growth in China, 4 percent growth in Japan, 59 percent growth in Russia and 19 percent growth in Turkey. Japan's growth was primarily due to innovation activities and new product introductions. Unit case volume growth in Russia reflected, among other things, the results of Multon.

Unit case volume for the Latin America operating segment increased 5 percent in the third quarter of 2005 versus the prior year period, reflecting strong growth in Brazil, Mexico and Argentina, primarily due to growth in carbonated soft drinks.

In the East, South Asia and Pacific Rim operating segment, unit case volume decreased 5 percent in the third quarter of 2005 compared to the prior year period, primarily due to declines in India and the Philippines. The decline in India was related to the impact of price increases to cover rising raw material and distribution costs and the lingering effects of the 2003 pesticide allegations. The decline in the Philippines was primarily related to affordability and availability issues. Both markets are expected to remain challenging for the remainder of 2005 and into 2006.

In the Africa operating segment, unit case volume increased 6 percent in the third quarter of 2005 compared to the prior year period. Solid results in South Africa, Nigeria and Egypt reflected growth in core brands in carbonated soft drinks.

FINANCIAL CONDITION

Operating Activities

Net cash provided by operating activities in the nine months ended September 30, 2005 amounted to $5,280 million versus $4,590 million for the comparable period in 2004, an increase of $690 million. This increase primarily resulted from the net change in operating assets and liabilities due to the timing of marketing payments during the nine months ended September 30, 2005 compared to the nine months ended October 1, 2004.

Investing Activities

Net cash used in investing activities totaled $1,217 million for the nine months ended September 30, 2005, compared to $527 million for the comparable period in 2004, an increase of $690 million. During the nine months ended September 30, 2005, cash outflows for investing activities included purchases of property, plant and equipment of $633 million. Our Company currently estimates that purchases of property, plant and equipment for full year 2005 will be less than $1 billion.

For the nine months ended September 30, 2005, cash outflows for acquisitions and investments totaled $635 million. On April 20, 2005, our Company and Coca-Cola HBC jointly acquired Multon, a Russian juice company, for a total purchase price of approximately $501 million, split equally between the Company and Coca-Cola HBC. During the third quarter of 2005, our Company acquired the German soft-drink bottling company Bremer Erfrischungsgetraenke GmbH ("Bremer") for approximately $167 million from InBev SA. Also, in the third quarter of 2005, the Company acquired Sucos Mais, a Brazilian juice company, and completed the acquisition of the remaining 49 percent interest in CCDA Waters L.L.C. ("CCDA") not previously owned by our Company.

For the nine months ended October 1, 2004, cash outflows for investing activities included purchases of property, plant and equipment of $520 million.

In July 2005, the Company announced that the German bottlers (including CCEAG) had signed a non-binding Letter of Understanding outlining the core negotiation principles for the consolidation of the bottling system in Germany into one bottler. The Company has begun comprehensive bottler valuations and discussions with the independent bottlers about their participation in the future bottler or the sale of their businesses.

Financing Activities

Our financing activities include net borrowings, dividend payments, share issuances and share repurchases. Net cash used in financing activities totaled $5,642 million for the nine months ended September 30, 2005 compared to $1,977 million for the nine months ended October 1, 2004.

For the nine months ended September 30, 2005, the Company had issuances of debt of $29 million and payments of debt of $2,867 million. The payments of debt included $1,381 million related to commercial paper with maturities of less than 90 days. Furthermore, in the nine months ended September 30, 2005 we paid $1,355 million of current maturities of long-term debt.

For the nine months ended October 1, 2004, the Company had issuances of debt of $2,380 million and payments of debt of $1,247 million. The issuances of debt included $1,544 million of net issuances of commercial paper with maturities of 90 days or less and $787 million in issuances of commercial paper with maturities of greater than 90 days. The payments of debt in the 2004 period included $873 million related to commercial paper with maturities of more than 90 days. Furthermore, during the nine months ended October 1, 2004, we paid $353 million of current maturities of long-term debt.

During the 2005 and 2004 periods, the Company repurchased common stock under the stock repurchase plan authorized by our Board of Directors in October 1996 (the "1996 Plan"). During the nine months ended September 30, 2005, the Company repurchased approximately 35.6 million shares of common stock at an average cost of $43.58 per share under the 1996 Plan. During the nine months ended October 1, 2004, the Company repurchased approximately 29.8 million shares of common stock at an average cost of $47.86 per share under the 1996 Plan. The cost to purchase these shares of common stock for treasury was $1,553 million for the nine months ended September 30, 2005 compared to $1,425 million for the nine months ended October 1, 2004. As strong cash flows are expected to continue in the future, the Company currently expects its 2005 full year share repurchase levels to be at least $2 billion, including the purchases during the first nine months of 2005 described above.

For the nine months ended September 30, 2005, our Company paid dividends of $1,346 million, compared to $1,809 million for the comparable 2004 period. As of September 30, 2005, dividends of approximately $667 million were accrued but were not paid until the fourth quarter of 2005. The Company's full year 2005 dividend will be $1.12 per share compared to $1.00 per share in 2004.

Financial Position

Our balance sheet as of September 30, 2005, compared to our balance sheet as of December 31, 2004, was impacted by the following:

- The decrease in cash and cash equivalents of $1,756 million was primarily due to the net repayment of commercial paper and repayment of current maturities of long-term debt during the nine months ended September 30, 2005.

- The increase in accounts payable and accrued expenses of $911 million was primarily due to the accrual of the third quarter 2005 dividend which was paid in the fourth quarter of 2005. The fourth quarter 2004 dividend payment was paid prior to December 31, 2004 and, therefore, no accrual was recorded as of December 31, 2004.

- The decrease in loans and notes payable of $1,462 million was primarily due to the net repayment of commercial paper during the nine months ended September 30, 2005.

- The decrease in current maturities of long-term debt of $1,480 million was primarily due to the repayment in the third quarter of 2005 of the 5 7/8 percent euro notes of $604 million and the repayment in the second quarter of 2005 of the $750 million 4 percent U.S. dollar notes.

Exchange

Our international operations are subject to certain opportunities and risks, including currency fluctuations and governmental actions. We closely monitor our operations in each country and seek to adopt appropriate strategies that are responsive to changing economic and political environments, and to fluctuations in foreign currencies.

Our Company conducts business in more than 200 countries, and we use 47 functional currencies. Due to our global operations, weaknesses in some of these currencies are often offset by strengths in others. Our foreign currency management program is designed to mitigate, over time, a portion of the impact of exchange rate changes on net income and earnings per share. Taking into account the effects of our hedging activities, the impact of a weaker U.S. dollar increased our reported operating income by approximately 6 percent in the third quarter of 2005 compared to the third quarter of 2004 and approximately 5 percent in the nine months ended September 30, 2005 compared to the nine months ended October 1, 2004. The Company currently expects an insignificant impact on operating income from currencies in the fourth quarter of 2005 and a negative impact in 2006.

The Company will continue to manage its foreign currency exposures to mitigate, over time, a portion of the impact of exchange rate changes on net income and earnings per share.

FORWARD-LOOKING STATEMENTS

Certain written and oral statements made by our Company and subsidiaries or with the approval of an authorized executive officer of our Company may constitute "forward-looking statements," including statements made in this report and other filings with the Securities and Exchange Commission. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future—including statements relating to volume growth, share of sales and earnings per share growth and statements expressing general optimism about future operating results—are forward-looking statements. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our Company's historical experience and our present expectations or projections. As and when made, management believes that these forward-looking statements are reasonable. However, caution should be taken not to place undue reliance on any such forward-looking statements since such statements speak only as of the date when made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following are some of the factors that could cause our Company's actual results to differ materially from the expected results described in or underlying our Company's forward-looking statements:

- Economic and political conditions, especially in international markets, including civil unrest, product boycotts, governmental changes and restrictions on the ability to transfer capital across borders. Without limiting the preceding sentence, the current unstable economic and political conditions and civil unrest in the Middle East, North Korea, India, the Philippines or elsewhere, the unstable situation in Iraq, or the continuation or escalation of terrorism could have adverse impacts on our Company's business results or financial condition.

- Changes in the nonalcoholic beverages business environment. These include, without limitation, changes in consumer preferences, including changes based on health and nutrition considerations and obesity concerns, shifting consumer developments and needs, changes in consumer lifestyles and increased consumer information; competitive product and pricing pressures; and our ability to gain or maintain share of sales in the global market as a result of actions by competitors. Factors such as these could impact our earnings, share of sales and volume growth.

- Foreign currency rate fluctuations, interest rate fluctuations and other capital market conditions. Most of our exposures to capital and financial market conditions, including exposures to foreign currency and interest rate fluctuations, are managed on a consolidated basis, which allows us to net certain exposures and thus take advantage of any natural offsets. We use derivative financial instruments to reduce our net exposure to financial risks. There can be no assurance, however, that our financial risk management program will be successful in reducing the risks inherent in exposures to capital and financial markets.

- Beverage container-related deposit, recycling, eco-tax and/or product stewardship laws and regulations, if they are adopted and implemented at a large scale in any of the markets in which we operate, on a cumulative basis may have a material adverse effect on our results of operations in future periods.

- Significant additional labeling or warning requirements, if they become applicable to one or more of our major products under current or future environmental or health laws or regulations, may inhibit sales of such major product or products and may materially harm our business.

- Changes in commercial or market practices and business models within the European Union as a result of changes to, or evolving interpretations of, European Commission competition laws and regulations, as well as commitments or undertakings we made or may make in the future in connection with European Commission inquiries or investigations, may have a material adverse effect on our results of operations in Europe.

- The uncertainties of litigation and other legal proceedings.

- Adverse weather conditions, which could reduce demand for Company products.

- The effectiveness of our advertising, marketing and promotional programs.

- Fluctuations in the cost and availability of raw materials; the cost of energy, transportation and other necessary services; our ability to maintain favorable supplier arrangements and relationships; and our ability to avoid disruptions in production output caused by events such as natural disasters, power outages, labor strikes or the like.

- Our ability to effectively align ourselves with our bottling system as we focus on increasing the investment in our brands; seeking efficiencies throughout the supply chain; delivering more value for our customers; and better meeting the needs of our consumers.

- Our ability to maintain brand image and product quality as well as other product issues such as product recalls.

- Changes in laws and regulations, including changes in accounting standards, taxation requirements (including tax rate changes, new tax laws and revised tax law interpretations), laws concerning food and beverages, competition laws, employment laws and environmental laws in domestic or foreign jurisdictions.

- Our ability to penetrate developing and emerging markets, which also depends on economic and political conditions, and how well we are able to acquire or form strategic business alliances with local bottlers and make necessary infrastructure enhancements to production facilities, distribution networks, sales equipment and technology. Moreover, the supply of products in developing markets must match customers' demand for those products, and due to product price and cultural differences, there can be no assurance of product acceptance in any particular market.

- Water quality and quantity. Water is a limited resource facing unprecedented challenges from over-exploitation, increasing pollution and poor management. As demand for water continues to increase around the world and as the quality of the available water deteriorates, our system may incur increasing production costs, which may materially adversely affect our Company's profitability in the long run.

- Our ability to achieve earnings forecasts, which are generated based on projected volumes and sales of many product types, some of which are more profitable than others. There can be no assurance that we will achieve the projected level or mix of product sales.

- Other risks and uncertainties detailed from time to time in our Company's Securities and Exchange Commission filings.

The foregoing list of important factors is not exclusive.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2004.

Item 4. Controls and Procedures

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely making known to them material information relating to the Company and the Company's consolidated subsidiaries required to be disclosed in the Company's reports filed or submitted under the Exchange Act. There has been no change in the Company's internal control over financial reporting during the quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

On June 18, 2004, Michael Hall filed what is purported to be a shareholder derivative suit on behalf of the Company in the Superior Court of Fulton County, Georgia. The defendants in this action are the then current members of the Company's Board of Directors (other than E. Neville Isdell and Donald R. Keough), and former Company officers Douglas N. Daft and Steven J. Heyer. The Company is also named as a nominal defendant. The complaint alleges, among other things, that in connection with certain alleged Company accounting and business practices that were originally the subject of litigation brought by former employee Matthew Whitley in 2003, approvals of executive compensation and severance packages, and dealings between the Company and entities with which the defendants are affiliated, the defendants breached their fiduciary duties to the Company through gross mismanagement, waste of corporate assets, abuse of their positions of authority within the Company, and by unjustly enriching themselves.

The plaintiff, on behalf of the Company, seeks declaratory relief; a monetary judgment requiring the defendants to pay the Company unspecified amounts by which the Company allegedly has been damaged by reason of the conduct complained of; an award to the plaintiff of the costs and disbursements incurred in connection with the action, including reasonable attorneys' and experts' fees; extraordinary equitable and/or injunctive relief; and such other further relief as the Court may deem just and proper.

In April 2005, the defendants reached a tentative settlement agreement with the plaintiff that provides for certain corporate governance undertakings by the Company and payment of plaintiff's attorneys' fees. At a hearing held on June 27, 2005, the Court granted preliminary approval of the settlement. A formal hearing on approval of the settlement is scheduled for late November 2005.

On May 9, 2005, a putative class action lawsuit *(Selbst v. The Coca-Cola Company and Douglas N. Daft)* was filed in the United States District Court for the Northern District of Georgia alleging violations of antifraud provisions of the securities laws by the Company and Douglas N. Daft, former Chairman of the Board and Chief Executive Officer of the Company. The purported class consists of persons, except the defendants, who purchased Company stock between January 30, 2003 and September 15, 2004 and were damaged thereby. The complaint alleges, among other things, that during the class period the Company and Mr. Daft made false and misleading statements concerning the financial condition of the Company and its business outlook, strategy, business model and relationship with key bottlers in internal corporate memoranda, analysts' conference calls, press releases and Securities and Exchange Commission filings. The plaintiffs, on behalf of the putative class, seek compensatory damages in an amount to be proved at trial, extraordinary, equitable and/or injunctive relief as permitted by law to assure that the class has an effective remedy, award of reasonable costs and expenses, including counsel and expert fees, and such other further relief as the Court may deem just and proper. This case was subsequently consolidated with the *Amalgamated Bank* case described below.

The Company believes that it has meritorious defenses in this matter and intends to vigorously defend itself therein.

On July 8, 2005, a putative class action lawsuit *(Amalgamated Bank, et al. v. The Coca-Cola Company, et al.)* was filed in the United States District Court for the Northern District of Georgia against the Company, Douglas N. Daft, E. Neville Isdell, Steven J. Heyer and Gary P. Fayard alleging violations of antifraud provisions of the federal securities laws. The purported class consists of persons, except the defendants, who purchased Company stock between January 30, 2003 and September 15, 2004 and were damaged thereby. The complaint alleges, among other things, that during the class period the defendants made false and misleading statements about (a) the Company's new business strategy/model, (b) the Company's execution of its new business strategy/model, (c) the state of the Company's critical bottler relationships, (d) the Company's North American business, (e) the Company's European operations, with a particular emphasis on Germany, (f) the Company's marketing and introduction of new products, particularly Coca-Cola C2, and (g) the Company's forecast for growth going forward. The plaintiffs claim that as a result of these allegedly false and misleading statements, the price of the Company stock increased dramatically during the purported class period. The complaint also alleges that in September and November of 2004, the Company and E. Neville Isdell acknowledged that the Company's performance had been below expectations, that various corrective actions were needed, that the Company was lowering its forecasts, and that there would be no quick fixes. In addition, the complaint alleges that the charge announced by the Company in November 2004 should have been taken early in 2003 and that, as a result, the Company's financial statements were materially misstated during 2003 and the first three quarters of 2004. The plaintiffs, on behalf of the putative class, seek compensatory damages in an amount to be proved at trial, extraordinary, equitable and/or injunctive relief as permitted by law to assure that the class has an effective remedy, award of reasonable costs and expenses, including counsel and expert fees, and such other further relief as the Court may deem just and proper. This case was subsequently consolidated with the *Selbst* case described above and, by order of the Court, in September 2005, the plaintiff filed an amended consolidated complaint providing, among other things, additional details concerning the original complaint's allegations about disclosures regarding the Company's operations in Germany.

The Company believes that it has meritorious defenses to this action and will vigorously defend itself.

During May, June and July 2005 three similar putative class action lawsuits *(Pedraza v. The Coca-Cola Company, et al., Shamery, et al. v. The Coca-Cola Company, et al.* and *Jackson v. The Coca-Cola Company, et al.)* were filed in the United States District Court for the Northern District of Georgia by participants in the Company's Thrift & Investment Plan (the "Plan") alleging breach of fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA") by the Company, certain current and former executive officers, and the Company's benefits committee. The purported class in each of these cases consists of the Plan and persons who were participants in or beneficiaries of the Plan between May 13, 1997 and April 18, 2005 and whose accounts included investments in Company stock. The complaints allege that, among other things, the defendants failed to exercise the required care, skill, prudence and diligence in managing the Plan and its assets, take steps to eliminate or reduce the amount of Company stock in the Plan, adequately diversify the Plan's investments in Company stock, appoint qualified administrators and properly monitor their and the Plan's performance and disclose accurate information about the Company. The plaintiffs, on behalf of the putative class, seek, among other things, declaratory relief, damages for Plan losses and lost profits, imposition of constructive trust as a remedy for unjust enrichment, injunctive relief, costs and attorneys' fees, equitable restitution and other appropriate equitable and monetary relief. By order of the Court, the plaintiffs in these cases filed amended complaints in September 2005 supplementing the allegations in the original complaints and naming the specific individuals who served on the Benefits Committee and the Asset Management Committee as defendants.

The Company believes that it has meritorious defenses in each of these cases and intends to vigorously defend its interests therein.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of common stock of the Company made during the three months ended September 30, 2005 by The Coca-Cola Company or any "affiliated purchaser" of The Coca-Cola Company, as defined in Rule 10b-18(a)(3) under the Exchange Act.

Period	(a) Total Number of Shares Purchased [1]	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [2]	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 2, 2005 through July 29, 2005	1,263,248	$ 43.77	1,250,000	84,353,540
July 30, 2005 through August 26, 2005	4,328,003	$ 43.96	4,250,000	80,103,540
August 27, 2005 through September 30, 2005	6,701,782	$ 43.31	6,550,000	73,553,540
Total	12,293,033	$ 43.59	12,050,000	73,553,540

[1] The total number of shares purchased includes: (i) shares purchased pursuant to the 1996 Plan described in footnote (2) below; and (ii) shares surrendered to the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called "stock swap exercises" of employee stock option and/or the vesting of restricted stock issued to employees, totaling 13,248 shares, 78,003 shares and 151,782 shares respectively, for the months of July, August and September 2005.

[2] On October 17, 1996, we publicly announced that our Board of Directors had authorized a plan (the "1996 Plan") for the Company to purchase up to 206 million shares of our Company's common stock prior to October 31, 2006. This was in addition to approximately 44 million shares, previously authorized for purchase prior to December 31, 2000, that had not been purchased by the Company as of October 16, 1996 but that were purchased by the Company prior to the commencement of purchases under the 1996 Plan in 1998. This column discloses the number of shares purchased pursuant to the 1996 Plan during the indicated time periods.

Item 6. Exhibits

Exhibit No.

3.2 — By-Laws of the Company, as amended and restated through October 20, 2005 —incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K, filed on October 26, 2005.

10.1 — 1999 Stock Option Plan of the Company, as amended and restated through July 20, 2005.

10.2 — 2002 Stock Option Plan of the Company, as amended and restated through July 20, 2005.

10.3 — 1989 Restricted Stock Award Plan of the Company, as amended and restated through July 20, 2005.

12 — Computation of Ratios of Earnings to Fixed Charges.

31.1 — Rule 13a-14(a)/15d-14(a) Certification, executed by E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer of The Coca-Cola Company.

31.2 — Rule 13a-14(a)/15d-14(a) Certification, executed by Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.

32.1 — Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer of The Coca-Cola Company and by Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.

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)

By: /s/ CONNIE D. MCDANIEL

Connie D. McDaniel
Vice President and Controller
(On behalf of the Registrant and
as Chief Accounting Officer)

Date: October 27, 2005

Exhibit 10.1

THE COCA-COLA COMPANY

1999 STOCK OPTION PLAN

AMENDED THROUGH JULY 20, 2005

Section 1. Purpose

The purpose of The Coca-Cola Company 1999 Stock Option Plan (the “Plan”) is to advance the interest of The Coca-Cola Company (the “Company”) and its Related Companies (as defined in Section 2) by encouraging and enabling the acquisition of a financial interest in the Company by officers and other key employees of the Company or its Related Companies. In addition, the Plan is intended to aid the Company and its Related Companies in attracting and retaining key employees, to stimulate the efforts of such employees and to strengthen their desire to remain in the employ of the Company and its Related Companies. Also, the Plan is intended to help the Company and its Related Companies, in certain instances, to attract and compensate consultants to perform key services.

Section 2. Definitions

“Business Day” means a day on which the New York Stock Exchange is open for securities trading.

“Change in Control” shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A under the Securities Exchange Act of 1934 (“1934 Act”) as in effect on January 1, 1999, provided that such a change in control shall be deemed to have occurred at such time as (i) any “person” (as that term is used in Sections
13(d) and 14(d)(2) of the 1934 Act), is or becomes the “beneficial owner” (as defined in Rule 13d-3 under the 1934 Act as in effect on January 1, 1999) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two (2) consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the share owners of the Company approve any merger or consolidation as a result of which the KO Common Stock (as defined below) shall be changed, converted or exchanged (other than a merger with a wholly owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the share owners of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were share owners of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such times as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

“Committee” means a committee appointed by the Board of Directors in accordance with the Company’s By-Laws from among its members.

“Disabled” or “Disability” means the optionee meets the definition of “disabled” under the terms of the Company’s Long Term Disability Income Plan in effect on the date in question, whether or not the optionee is covered by such plan.

“ISO” means an incentive stock option within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended.

“KO Common Stock” means The Coca-Cola Company Common Stock, par value $.25 per share.

“Majority-Owned Related Company” means a Related Company in which the Company owns, directly or indirectly, 50% or more of the voting stock or capital on the date an Option is granted.

“NSO” means a stock option that does not constitute an ISO.

“Options” means ISOs and NSOs granted under this Plan.

“Related Company” or “Related Companies” means corporation(s) or other business organization(s) in which the Company owns, directly or indirectly, 20% or more of the voting stock or capital at the relevant time.

“Retire” means to enter Retirement.

“Retirement” means an employee’s termination of employment on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to (i) for those employees eligible for participation in the Company’s Supplemental Retirement Plan, the terms of that Plan and (ii) for all other employees, the terms of the Employee Retirement Plan (the “ERP”), whether or not the employee is covered by the ERP.

Section 3. Options

The Company may grant ISOs and NSOs to those persons meeting the eligibility requirements in Section 6(a) and NSOs to those persons meeting the eligibility requirements in Sections 6(b) and 6(c).

Section 4. Administration

The Plan shall be administered by the Committee. No person, other than members of the Committee, shall have any discretion concerning decisions regarding the Plan. The Committee shall determine the key employees of the Company and its Related Companies (including officers, whether or not they are directors) and consultants to whom, and the time or times at which, Options will be granted; the number of shares to be subject to each Option; the duration of each Option; the time or times within which the Option may be exercised; the cancellation of the Option (with the consent of the holder thereof); and the other conditions of the grant of the Option, at grant or while outstanding, pursuant to the terms of the Plan. The provisions and conditions of the Options need not be the same with respect to each optionee or with respect to each Option.

The Committee may, subject to the provisions of the Plan, establish such rules and regulations as it deems necessary or advisable for the proper administration of the Plan, and may make determinations and may take such other action in connection with or in relation to the Plan as it deems necessary or advisable. Each determination or other action made or taken pursuant to the Plan, including interpretation of the Plan and the specific conditions and provisions of the Options granted hereunder by the Committee, shall be final and conclusive for all purposes and upon all persons including, but without limitation, the Company, its Related Companies, the Committee, the Board, officers and the affected employees and consultants to the Company and/or its Related Companies, optionees and the respective successors in interest of any of the foregoing.

Section 5. Stock

The KO Common Stock to be issued, transferred and/or sold under the Plan shall be made available from authorized and unissued KO Common Stock or from the Company's treasury shares. The total number of shares of KO Common Stock that may be issued or transferred under the Plan pursuant to Options granted thereunder may not exceed 120,000,000 shares (subject to adjustment as described below). Such number of shares shall be subject to adjustment in accordance with Section 5 and Section 11. KO Common Stock subject to any unexercised portion of an Option which expires or is canceled, surrendered or terminated for any reason may again be subject to Options granted under the Plan.

Section 6. Eligibility

Options may be granted to

(a) employees of the Company and its Majority-Owned Related Companies,

(b) particular employee(s) of a Related Company, who within the past eighteen (18) months were employee(s) of the Company or a Majority-Owned Related Company, and in rare instances to be determined by the Committee in its sole discretion, employees of a Related Company who have not been employees of the Company or a Majority-Owned Related Company within the past eighteen (18) months, and

(c) consultants providing key services to the Company or its Related Companies (provided that consultants are natural persons and are not former employees of the Company or any Related Company, and that consultants shall be eligible to receive only NSOs and shall not be eligible to receive ISOs).

No person shall be granted the right to acquire, pursuant to Options granted under the Plan, more than 5 % of the aggregate number of shares of KO Common Stock originally authorized under the Plan, as adjusted pursuant to Section 11.

Section 7. Awards of Options

Except as otherwise specifically provided in this Plan, Options granted pursuant to the Plan shall be subject to the following terms and conditions:

(a) Option Price. The option price shall be 100% of the fair market value of the KO Common Stock on the date of grant. The fair market value of a share of KO Common Stock shall be the average of the high and low market prices at which a share of KO Common Stock shall have been sold on the date of grant, or on the next preceding trading day if such date was not a trading date, as reported on the New York Stock Exchange Composite Transactions listing.

(b) Payment. The option price shall be paid in full at the time of exercise, except as provided in the next sentence. If an exercise is executed by Merrill Lynch, Pierce, Fenner & Smith using the cashless method, the exercise price shall be paid in full no later than the close of business on the third Business Day following the exercise.

Payment may be in cash or, upon conditions established by the Committee, by delivery of shares of KO Common Stock owned for at least six (6) months by the optionee.

The optionee, if a U.S. taxpayer, may elect to satisfy Federal, state and local income tax liabilities due by reason of the exercise by the withholding of shares of KO Common Stock.

If shares are delivered to pay the option price or if shares are withheld for U.S. taxpayers to satisfy such tax liabilities, the value of the shares delivered or withheld shall be computed on the basis of the reported market price at which a share of KO Common Stock most recently traded prior to the time the exercise order was processed. Such price will be determined by reference to the New York Stock Exchange Composite Transactions listing.

(c) Exercise May Be Delayed Until Withholding is Satisfied. The Company may refuse to exercise an Option if the optionee has not made arrangements satisfactory to the Company to satisfy the tax withholding which the Company determines is necessary to comply with applicable requirements.

(d) Duration of Options. The duration of Options shall be determined by the Committee, but in no event shall the duration of an ISO exceed ten (10) years from the date of its grant or the duration of an NSO exceed fifteen (15) years from the date of its grant.

(e) Other Terms and Conditions. Options may contain such other provisions, not inconsistent with the provisions of the Plan, as the Committee shall determine appropriate from time to time, including vesting provisions; provided, however, that, except in the event of a Change in Control or the Disability or death of the optionee, no grant shall provide that an Option shall be exercisable in whole or in part for a period of twelve (12) months from the date on which the Option is granted. The grant of an Option to any employee shall not affect in any way the right of the Company and any Related Company to terminate the employment of such employee. The grant of an Option to any consultant shall not affect in any way the right of the Company and any Related Company to terminate the services of such consultant.

(f) ISOs. The Committee, with respect to each grant of an Option to an optionee, shall determine whether such Option shall be an ISO, and, upon determining that an Option shall be an ISO, shall designate it as such in the written instrument evidencing such Option. If the written instrument evidencing an Option does not contain a designation that it is an ISO, it shall not be an ISO.

The aggregate fair market value (determined in each instance on the date on which an ISO is granted) of the KO Common Stock with respect to which ISOs are first exercisable by any optionee in any calendar year shall not exceed $100,000 for such optionee. If any subsidiary or Majority-Owned Related Company of the Company shall adopt a stock option plan under which options constituting ISOs may be granted, the fair market value of the stock on which any such incentive stock options are granted and the times at which such incentive stock options will first become exercisable shall be taken into account in determining the maximum amount of ISOs which may be granted to the optionee under this Plan in any calendar year.

(g) Deferral of Gains. Gains associated with any exercise of Options shall be eligible for deferral in accordance with the terms and subject to the conditions of The Coca-Cola Company Deferred Compensation Plan.

Section 8. Nontransferability of Options

No Option granted pursuant to the Plan shall be transferable otherwise than by will or by the laws of descent and distribution. During the lifetime of an optionee, the Option shall be exercisable only by the optionee personally or by the optionee's legal representative.

Section 9. Effect of Termination of Employment, Other Changes of Employment or Employer Status, Death, Retirement or a Change in Control

(a) For Employees. For optionees who are employees of the Company or its Related Companies on the date of grant, the following provisions shall apply:

Event	Impact on Vesting	Impact on Exercise Period
Employment terminates upon Disability	All options become immediately vested	Option expiration date provided in grant continues to apply
Employment terminates upon Retirement	Options held at least 12 full calendar months become immediately vested; options held less than 12 full calendar months are forfeited	Option expiration date provided in grant continues to apply
Employment terminates upon death	All options become immediately vested	Right of executor, administrator of estate (or other transferee permitted by Section 8) terminates on earlier of (1) 12 months from the date of death, or (2) the expiration date provided in the Option
Employment terminates upon Change in Control	All options become immediately vested	Option expiration date provided in grant continues to apply
Termination of employment for other reasons (Optionees should be aware that the receipt of severance does not extend their termination date)	Unvested options are forfeited	Expires upon earlier of 6 months from termination date or option expiration date provided in grant
US military leave	Vesting continues during leave	Option expiration date provided in grant continues to apply
Eleemosynary service	Committee's discretion	Committee's discretion
US FMLA leave of absence	Vesting continues during leave	Option expiration date provided in grant continues to apply
Company investment in optionee's employer falls under 20% (this constitutes a termination of employment under the Plan, effective the date the investment falls below 20%)	Unvested options are forfeited	Expires upon earlier of 6 months from termination date or option expiration date provided in grant
OR		
employment is transferred to an entity in which the Company's ownership interest is less than 20%		
Employment transferred to Related Company	Vesting continues after transfer	Option expiration date provided in grant continues to apply
Death after employment has terminated but before option has expired (note that termination of employment may have resulted in a change to the original option expiration date provided in the grant)	Not applicable	Right of executor, administrator of estate (or other transferee permitted by Section 8) terminates on earlier of (1) 12 months from the date of death, or (2) the Option expiration that applied at the date of death (note that termination of employment may have resulted in a change to the original option expiration date provided in the grant)

In the case of other leaves of absence not specified above, optionees will be deemed to have terminated employment (so that options unvested will expire and the option exercise period will end on the earlier of 6 months from the date the leave began or the option expiration date provided in the grant), unless the Committee identifies a valid business interest in doing otherwise in which case it may specify what provisions it deems appropriate in its sole discretion; provided that the Committee shall have no obligation to consider any such matters.

(b) For Consultants. For optionees who are consultants, the provisions relating to changes of work assignment, death, disability, Change in Control, or any other provision of an option shall be determined by the Committee at the date of the grant.

(c) Committee Retains Discretion To Establish Different Terms Than Those Provided in Sections 9(a) or 9(b). Notwithstanding the foregoing provisions, the Committee may, in its sole discretion, establish different terms and conditions pertaining to the effect of an optionee's termination on the expiration or exercisability of Options at the time of grant or (with the consent of the affected optionee) outstanding Options. However, no Option can have a term of more than fifteen years.

Section 10. No Rights as a Share Owner

An optionee or a transferee of an optionee pursuant to Section 8 shall have no right as a share owner with respect to any KO Common Stock covered by an Option or receivable upon the exercise of an Option until the optionee or transferee shall have become the holder of record of such KO Common Stock, and no adjustments shall be made for dividends in cash or other property or other distributions or rights in respect to such KO Common Stock for which the record date is prior to the date on which the optionee or transferee shall have in fact become the holder of record of the share of KO Common Stock acquired pursuant to the Option.

Section 11. Adjustment in the Number of Shares and in Option Price

In the event there is any change in the shares of KO Common Stock through the declaration of stock dividends, or stock splits or through recapitalization or merger or consolidation or combination of shares or spin-offs or otherwise, the Committee or the Board shall make such adjustment, if any, as it may deem appropriate in the number of shares of KO Common Stock available for Options as well as the number of shares of KO Common Stock subject to any outstanding Option and the option price thereof. Any such adjustment may provide for the elimination of any fractional shares which might otherwise become subject to any Option without payment therefor.

Section 12. Amendments, Modifications and Termination of the Plan

The Board or the Committee may terminate the Plan at any time. From time to time, the Board or the Committee may suspend the Plan, in whole or in part. From time to time, the Board or the Committee may amend the Plan, in whole or in part, including the adoption of amendments deemed necessary or desirable to qualify the Options under the laws of various countries (including tax laws) and under rules and regulations promulgated by the Securities and Exchange Commission with respect to optionees who are subject to the provisions of Section 16 of the 1934 Act, or to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Option granted thereunder, or for any other purpose or to any effect permitted by applicable laws and regulations, without the approval of the share owners of the Company. However, in no event may additional shares of KO Common Stock be allocated to the Plan or any outstanding option be repriced or replaced without share-owner approval. Without limiting the foregoing, the Board of Directors or the Committee may make amendments applicable or inapplicable only to participants who are subject to Section 16 of the 1934 Act.

No amendment or termination or modification of the Plan shall in any manner affect any Option theretofore granted without the consent of the optionee, except that the Committee may amend or modify the Plan in a manner that does affect Options theretofore granted upon a finding by the Committee that such amendment or modification is in the best interest of holders of outstanding Options affected thereby. Grants of ISOs may be made under this Plan until February 18, 2009 or such earlier date as this Plan is terminated, and grants of NSOs may be made until all of the 120,000,000 shares of KO Common Stock authorized for issuance hereunder (adjusted as provided in Sections 5 and 11) have been issued or until this Plan is terminated, whichever first occurs. The Plan shall terminate when there are no longer Options outstanding under the Plan, unless earlier terminated by the Board or by the Committee.

Section 13. Governing Law

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

THE COCA-COLA COMPANY

2002 STOCK OPTION PLAN

Section 1. Purpose

The purpose of The Coca-Cola Company 2002 Stock Option Plan (the "Plan") is to advance the interest of The Coca-Cola Company (the "Company") and its Related Companies (as defined in Section 2) by encouraging and enabling the acquisition of a financial interest in the Company by officers and other key employees of the Company or its Related Companies. In addition, the Plan is intended to aid the Company and its Related Companies in attracting and retaining key employees, to stimulate the efforts of such employees and to strengthen their desire to remain in the employ of the Company and its Related Companies. Also, the Plan is intended to help the Company and its Related Companies, in certain instances, to attract and compensate consultants to perform key services.

Section 2. Definitions

"Business Day" means a day on which the New York Stock Exchange is open for securities trading.

"Change in Control" shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A under the Securities Exchange Act of 1934, as amended ("1934 Act"), as in effect on January 1, 2002, provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the 1934 Act), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act as in effect on January 1, 2002) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two (2) consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the share owners of the Company approve any merger or consolidation as a result of which the KO Common Stock (as defined below) shall be changed, converted or exchanged (other than a merger with a wholly owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the share owners of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were share owners of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such times as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

"Board" means the Board of Directors of the Company.

"Committee" means a committee appointed by the Board of Directors in accordance with the Company's By-Laws from among its members.

"Disabled" or "Disability" means a condition for which a Participant becomes eligible for a disability benefit under the long term disability insurance policy issued to the Company providing Basic Long Term Disability Insurance benefits pursuant to The
Coca-Cola Company Health and Welfare Benefits Plan, or under any other long term disability plan which hereafter may be maintained by the Company, whether or not the optionee is covered by such plans.

"ISO" means an incentive stock option within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended.

"KO Common Stock" means the common stock of The Coca-Cola Company, par value $.25 per share.

"Majority-Owned Related Company" means a Related Company in which the Company owns, directly or indirectly, 50% or more of the voting stock or capital on the date an Option or SAR is granted.

"NSO" means a stock option that does not constitute an ISO.

"Options" means ISOs and NSOs granted under this Plan.

"Related Company" or "Related Companies" means corporation(s) or other business organization(s) in which the Company owns, directly or indirectly, 20% or more of the voting stock or capital at the relevant time.

"Retire" means to enter Retirement.

"Retirement" means an employee's termination of employment on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to (i) for those employees eligible for participation in the Company's Supplemental Retirement Plan, the terms of that plan and (ii) for all other employees, the terms of the Employee Retirement Plan (the "ERP"), whether or not the employee is covered by the ERP. Notwithstanding the above, if an employee receiving severance
payment(s) would have been eligible for Retirement as defined above had the employee continued his employment for a period equal to the period of the proposed severance payment(s), the employee will be deemed retired under this plan as of the date severance begins.

"SAR" means stock appreciation rights granted under this Plan. An SAR entitles the Participant to receive, in KO Common Stock, value equal to the excess of: a) the fair market value of a specified number of shares of KO Common Stock at the time of exercise; over b) an exercise price established by the Committee.

Section 3. Options and SARs

The Company may grant ISOs and NSOs to those persons meeting the eligibility requirements in Section 6(a) and NSOs to those persons meeting the eligibility requirements in Sections 6(b) and 6(c).

The Company may grant SARs to any persons meeting the eligibility requirements in Sections 6(a), (b) and (c).

An individual who is granted an Option and/or an SAR shall be referred to herein as an "optionee."

Section 4. Administration

The Plan shall be administered by the Committee. No person, other than members of the Committee, shall have any discretion concerning decisions regarding the Plan. The Committee shall determine the key employees of the Company and its Related Companies (including officers, whether or not they are directors) and consultants to whom, and the time or times at which, Options and SARs will be granted; the number of shares to be subject to each Option and SAR; the duration of each Option and SAR;

the time or times within which the Option or SAR may be exercised; the cancellation of the Option or SAR (with the consent of the holder thereof); and the other conditions of the grant of the Option or SAR, at grant or while outstanding, pursuant to the terms of the Plan. The provisions and conditions of the Options or SARs need not be the same with respect to each optionee or with respect to each Option or SAR.

The Committee may, subject to the provisions of the Plan, establish such rules and regulations as it deems necessary, or advisable, for the proper administration of the Plan, and may make determinations and may take such other action in connection with or in relation to the Plan as it deems necessary or advisable. Each determination or other action made or taken pursuant to the Plan, including interpretation of the Plan and the specific conditions and provisions of the Options and SARs granted hereunder by the Committee, shall be final and conclusive for all purposes and upon all persons including, but without limitation, the Company, its Related Companies, the Committee, the Board, officers and the affected employees and consultants to the Company and/or its Related Companies, optionees and the respective successors in interest of any of the foregoing.

Section 5. Stock

The KO Common Stock to be issued, transferred and/or sold under the Plan shall be made available from authorized and unissued KO Common Stock or from the Company's treasury shares. The total number of shares of KO Common Stock that may be issued or transferred under the Plan pursuant to Options or SARs granted thereunder may not exceed 120,000,000 shares (subject to adjustment as described below); provided, however, that in no event shall the number of shares of KO

Common Stock that may be issued, transferred or sold under the Plan exceed 5% of the number of shares of KO Common Stock outstanding on a given date. Such number of shares shall be subject to adjustment in accordance with Section 5 and Section 11. KO Common Stock subject to any unexercised portion of an Option or SAR which expires or is canceled, surrendered or terminated for any reason may again be subject to Options or SARs granted under the Plan.

Section 6. Eligibility

Options and/or SARs may be granted to:

(a) employees of the Company and its Majority-Owned Related Companies,

(b) particular employee(s) of a Related Company, who within the past eighteen (18) months were employee(s) of the Company or a Majority-Owned Related Company, and in rare instances to be determined by the Committee at its sole discretion, employees of a Related Company who have not been employees of the Company or a Majority-Owned Related Company within the past eighteen (18) months, and

(c) consultants providing key services to the Company or its Related Companies (provided that consultants are natural persons and are not former employees of the Company or any Related Company, and that consultants shall be eligible to receive only NSOs and shall not be eligible to receive ISOs).

No person shall be granted the right to acquire, pursuant to Options or SARs granted under the Plan, more than 5% of the aggregate number of shares of KO Common Stock originally authorized under the Plan, as adjusted pursuant to Section 11. No option or SAR shall be exercisable unless the employee properly, timely and unconditionally executes (by any means approved by the plan administrator) a stock option agreement provided in connection with the stock option or SAR award.

Section 7. Awards of Options and SARs

Except as otherwise specifically provided in this Plan, Options and SARs granted pursuant to the Plan shall be subject to the following terms and conditions:

(a) Option Price and Exercise Price. The option price (for NSOs and ISOs) and the exercise price (for SARs) shall be no less than 100% of the fair market value of the KO Common Stock on the date of grant. The fair market value of a share of KO Common Stock shall be the average of the high and low market prices at which a share of KO Common Stock shall have been sold on the date of grant, or on the next preceding trading day if such date was not a trading date, as reported on the New York Stock Exchange Composite Transactions listing. If necessary to comply with foreign laws, the Committee may, at its sole discretion, grant Options and SARs at an option price or exercise price less than 100% of the fair market value of the KO Common Stock on the date of grant.

(b) Payment of Option Price. The option price shall be paid in full at the time of exercise, except as provided in the next sentence. If an exercise is executed by the plan administrator using the cashless method, the exercise price shall be paid in full no later than the close of business on the third Business Day following the exercise.

Payment may be in cash or, upon conditions established by the Committee, by delivery of shares of KO Common Stock owned by the optionee for at least six (6) months prior to the date of exercise.

The optionee, if a U.S. taxpayer, may elect to satisfy Federal, state and local income tax liabilities due by reason of the exercise by the withholding of shares of KO Common Stock.

If shares are delivered to pay the option price or if shares are withheld for U.S. taxpayers to satisfy such tax liabilities, the value of the shares delivered or withheld shall be computed on the basis of the reported market price at which a share of KO Common Stock most recently traded prior to the time the exercise order was processed. Such price will be determined by reference to the New York Stock Exchange Composite Transactions listing.

(c) Exercise May Be Delayed Until Withholding is Satisfied. The Company may refuse to recognize the exercise of an Option or SAR if the optionee has not made arrangements satisfactory to the Company to satisfy the tax withholding which the Company determines is necessary to comply with applicable requirements.

(d) Duration of Options and SARs. The duration of Options and SARs shall be determined by the Committee, but in no event shall the duration of an ISO exceed ten (10) years from the date of its grant or the duration of an NSO or SAR exceed fifteen (15) years from the date of its grant.

(e) Vesting. Options and SARs shall contain such vesting terms as are determined by the Committee, at its sole discretion, including, without limitation, vesting upon the achievement of certain specified performance targets. In the event that no vesting determination is made by the Committee, Options and SARs shall vest as follows: (1) 25% on the first anniversary of the date of the grant; (2) 25% on the second anniversary of the date of the grant; (3) 25% on the third anniversary of the date of the grant; and (4) 25% on the fourth anniversary of the date of the grant.

(f) Other Terms and Conditions. Options and SARs may contain such other provisions, not inconsistent with the provisions of the Plan, as the Committee shall determine appropriate from time to time; provided, however, that, except in the event of a Change in Control, Retirement, Disability or death of the optionee, no grant shall provide that an Option or SAR shall be exercisable in whole or in part for a period of twelve (12) months from the date on which the Option or SAR is granted. The grant of an Option or SAR to any employee shall not affect in any way the right of the Company and any Related Company to terminate the employment of such employee. The grant of an Option or SAR to any consultant shall not affect in any way the right of the Company and any Related Company to terminate the services of such consultant.

(g) ISOs. The Committee, with respect to each grant of an Option to an optionee, shall determine whether such Option shall be an ISO, and, upon determining that an Option shall be an ISO, shall designate it as such in the written instrument evidencing such Option. If the written instrument evidencing an Option does not contain a designation that it is an ISO, it shall not be an ISO.

The aggregate fair market value (determined in each instance on the date on which an ISO is granted) of the KO Common Stock with respect to which ISOs are first exercisable by any optionee in any calendar year shall not exceed $100,000 for such optionee (or such other time limit as may be required by the Internal Revenue Code of 1986, as amended). If any subsidiary or Majority-Owned Related Company of the Company shall adopt a stock option plan under which options constituting ISOs may be granted, the fair market value of the stock on which any such incentive stock options are granted and the times at which such incentive stock options will first become exercisable shall be taken into account in determining the maximum amount of ISOs which may be granted to the optionee under this Plan in any calendar year.

(h) Deferral of Gains. Gains associated with any exercise of Options and SARs shall be eligible for deferral in accordance with the terms and subject to the conditions of The Coca-Cola Company Deferred Compensation Plan.

Section 8. Nontransferability of Options and SARs

No Option or SAR granted pursuant to the Plan shall be transferable otherwise than by will or by the laws of descent and distribution. During the lifetime of an optionee, the Option or SAR shall be exercisable only by the optionee personally or by the optionee's legal representative.

Section 9. Effect of Termination of Employment, Other Changes of Employment or Employee Status, Death, Retirement, or a Change in Control

(c) For Employees. For optionees who are employees of the Company or its Related Companies on the date of grant, the following provisions shall apply:

Event	Impact on Vesting	Impact on Exercise Period
Employment terminates upon Disability.	All Options and SARs become immediately vested.	Option/SAR expiration date provided in grant continues to apply.
Employment terminates upon Retirement.	Options and SARs held at least 12 full calendar months become immediately vested; Options and SARs held less than 12 full calendar months are forfeited.	Option/SAR expiration date provided in grant continues to apply.
Employment terminates upon death.	All Options and SARs become immediately vested.	Right of executor, administrator of estate (or other transferee permitted by Section 8) to exercise Options and SARs terminates on earlier of (1) 12 months from the date of death, or (2) the Option/SAR expiration date provided in the grant continues to apply.
Employment terminates upon Change in Control.	All Options and SARs become immediately vested.	Option/SAR expiration date provided in grant continues to apply.
Termination of employment where optionee receives severance payment(s).	Unvested Options and SARs are forfeited.	Options/SARs expire upon the earlier of (1) the end of the severance period, but not less than 6 months from the termination date, or (2) the Option/SAR expiration date provided in the grant.
Termination of employment where optionee does not receive severance payment(s).	Unvested Options and SARs are forfeited.	Expires upon earlier of (1) 6 months from termination date, or (2) the Option/SAR expiration date provided in the grant.
US military leave.	Vesting continues during leave.	The Option/SAR expiration date provided in the grant continues to apply.
Eleemosynary service.	Committee's discretion.	Committee's discretion.
US FMLA leave of absence	Vesting continues during leave.	The Option/SAR expiration date provided in the grant continues to apply.
Optionee's employer is no longer a Related Company (this constitutes a termination of employment under the Plan, effective the date the Company's investment falls below 20%).	Unvested Options and SARs are forfeited.	Expires upon earlier of (1) 6 months from termination date or (2) Option/SAR expiration date provided in the grant.
Employment transferred to Related Company.	Vesting continues after transfer.	The Option/SAR expiration date provided in the grant continues to apply.
Death after employment has terminated but before option has expired. Note: Termination of employment may have resulted in a change to the original Option/SAR expiration date provided in the grant.	Not applicable	Right of executor, administrator of estate (or other transferee permitted by Section 8) terminates on earlier of (1) 12 months from the date of death, or (2) the Option/SAR expiration date that applied at the date of death.

In the case of other leaves of absence not specified above, optionees will be deemed to have terminated employment (so that Options and SARs unvested will expire and the option/SAR exercise period will end on the earlier of 6 months from the date the leave began or the option expiration date provided in the grant), unless the Committee identifies a valid business interest in doing otherwise, in which case it may, specify what provisions it deems appropriate at its sole discretion; provided that the Committee shall have no obligation to consider any such matters.

(d) For Consultants. For optionees who are consultants, the provisions relating to changes of work assignment, death, disability, Change in Control, or any other provision of an Option or SAR shall be determined by the Committee at the date of the grant.

(c) Committee Retains Discretion To Establish Different Terms Than Those Provided in Sections 9(a) or 9(b). Notwithstanding the foregoing provisions, the Committee may, at its sole discretion, establish different terms and conditions pertaining to the effect of an optionee's termination on the expiration or exercisability of Options and SARs at the time of grant or (with the consent of the affected optionee) on the expiration or exercisability of outstanding Options and SARs. However, no Option or SAR can have a term of more than fifteen years.

Section 10. No Rights as a Share Owner

An optionee or a transferee of an optionee pursuant to Section 8 shall have no right as a share owner with respect to any KO Common Stock covered by an Option or SAR or receivable upon the exercise of an Option or SAR, until the optionee or transferee shall have become the holder of record of such KO Common Stock. No adjustments shall be made for dividends in cash or other property or other distributions or rights in respect to such KO Common Stock covered by any Option or SAR for which the record date is prior to the date on which the optionee or transferee shall have in fact become the holder.

Section 11. Adjustment in the Number of Shares and in Option and Exercise Price

In the event there is any change in the shares of KO Common Stock through the declaration of stock dividends, or stock splits, or through recapitalization or merger or consolidation or combination of shares or spin-offs or otherwise, the Committee or the Board shall make such adjustment, if any, as it may deem appropriate in the number of shares of KO Common Stock available for Options and SARs as well as the number of shares of KO Common Stock subject to any outstanding Option or SAR and the option price or exercise price thereof. Any such adjustment may provide for the elimination of any fractional shares, which might otherwise become subject to any Option or SAR, without payment therefor.

Section 12. Amendments, Modifications and Termination of the Plan

The Board or the Committee may terminate the Plan at any time. From time to time, the Board or the Committee may suspend the Plan, in whole or in part. From time to time, the Board or the Committee may amend the Plan, in whole or in part, including the adoption of amendments deemed necessary or desirable to qualify the Options or SARs under the laws of various countries (including tax laws) and under rules and regulations promulgated by the Securities and Exchange Commission with respect to optionees who are subject to the provisions of Section 16 of the 1934 Act, or to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Option or SAR granted thereunder, or for any other purpose or to any effect permitted by applicable laws and regulations, without the approval of the share owners of the Company. However, in no event may additional shares of KO Common Stock be allocated to the Plan or any outstanding option or SAR be repriced or replaced without share-owner approval. Without limiting the foregoing, the Board or the Committee may make amendments applicable or inapplicable only to participants who are subject to Section 16 of the 1934 Act.

No amendment or termination or modification of the Plan shall in any manner affect any Option or SAR theretofore granted without the consent of the optionee, except that the Committee may amend or modify the Plan in a manner that does affect Options and SARs theretofore granted upon a finding by the Committee that such amendment or modification is in the best interest of holders of outstanding Options and SARs affected thereby. Grants of ISOs may be made under this Plan until April 17, 2012 or such earlier date as this Plan is terminated, and grants of NSOs and SARs may be made until all of the 120,000,000 shares of KO Common Stock authorized for issuance hereunder (adjusted as provided in Sections 5 and 11) have been issued or until this Plan is terminated, whichever first occurs. The Plan shall terminate when there are no longer Options or SARs outstanding under the Plan, unless earlier terminated by the Board or by the Committee.

Section 13. Governing Law

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

Exhibit 10.3

THE COCA-COLA COMPANY

1989 RESTRICTED STOCK AWARD PLAN
(As Amended through July 20, 2005)

Section 1. Purpose

The purpose of the 1989 Restricted Stock Award Plan of The Coca-Cola Company (the "Plan") is to advance the interest of The Coca-Cola Company (the "Company") and its Related Companies (as defined in Section 4 hereof), by encouraging and enabling the acquisition of a financial interest in the Company by officers and other key employees through grants of restricted shares of Company Common Stock (the "Awards", or singly, an "Award"). The Plan is intended to aid the Company and its Related Companies in retaining officers and key employees, to stimulate the efforts of such employees and to strengthen their desire to remain in the employ of the Company and its Related Companies. In addition, the Plan may also aid in attracting officers and key employees who will become eligible to participate in the Plan after a reasonable period of employment by the Company or its Related Companies.

Section 2. Administration

The Plan shall be administered by a committee (the "Committee") appointed by the Board of Directors of the Company (the "Board") or in accordance with Section 7, Article III of the By-Laws of the Company (as amended through October 17, 1996) from among its members and shall be comprised of not less than three (3) members of the Board. The Committee shall determine the officers and key employees of the Company and its Related Companies (including officers, whether or not they are directors) to whom, and the time or times at which, Awards will be granted, the number of shares to be awarded, the time or times within which the Awards may be subject to forfeiture, and all other conditions of the Award. The provisions of the Awards need not be the same with respect to each recipient.

The Committee is authorized, subject to the provisions of the Plan, to establish such rules and regulations as it deems necessary or advisable for the proper administration of the Plan and to take such other action in connection with or in relation to the Plan as it deems necessary or advisable. Each action made or taken pursuant to the Plan, including interpretation of the Plan and the Awards granted hereunder by the Committee, shall be final and conclusive for all purposes and upon all persons, including, without limitation, the Company and its Related Companies, the Committee, the Board, the Officers and the affected employees of the Company and/or its Related Companies and their respective successors in interest.

Section 3. Stock

The stock to be issued under the Plan pursuant to Awards shall be shares of Common Stock, $.25 par value, of the Company (the "Stock"). The Stock shall be made available from treasury or authorized and unissued shares of Common Stock of the Company. The total number of shares of Stock that may be issued pursuant to Awards under the Plan, including those already issued, may not exceed 40,000,000 shares (subject to adjustment in accordance with Section 8), which number represents the number of shares originally authorized in the Plan, adjusted for 2-for-1 stock splits which occurred on May 1, 1990, May 1, 1992 and May 1, 1996, less the number of shares already issued pursuant to the Plan as of October 1, 1996. Shares of Stock previously granted pursuant to Awards, but which are forfeited pursuant to Section 5, below, shall be available for future Awards.

Section 4. Eligibility

Awards may be granted to officers and key employees of the Company and its Related Companies who have been employed by the Company or a Related (but only if the Related Company is one in which the Company owns on the grant date, directly or indirectly, either (i) 50% or more of the voting stock or capital where such entity is not publicly held, or (ii) an interest which causes the Related Company's financial results to be consolidated with the Company's financial results for financial reporting purposes) for a reasonable period of time determined by the Committee. The term "Related Company" shall mean any corporation or other business organization in which the Company owns, directly or indirectly, 20 percent or more of the voting stock or capital at the applicable time. No employee shall acquire pursuant to Awards granted under the Plan more than twenty (20) percent of the aggregate number of shares of Stock issuable pursuant to Awards under the Plan.

Section 5. Awards

Except as otherwise specifically provided in the grant of an Award, Awards shall be granted solely for services rendered to the Company or any Related Company by the employee prior to the date of the grant and shall be subject to the following terms and conditions:

(a) The Stock subject to an Award shall be forfeited to the Company if the employment of the employee by the Company or Related Company terminates for any reason (including, but not limited to, termination by the Company, with or without cause) other than death, "Retirement", as hereinafter defined, provided that such Retirement occurs at least five (5) years from the date of grant of an Award and also provided that the employee has attained the age of 62, or disability (within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986, as amended), prior to a "Change in Control" of the Company as hereinafter defined. "Retirement", as used herein, shall mean an employee's voluntarily leaving the employ of the Company or a Related Company on a date which is on or after the earliest date on which such employee would be eligible for an immediately payable benefit pursuant to (i) for those employees eligible for participation in the Company's Supplemental Retirement Plan, the terms of that Plan and (ii) for all other employees, the terms of the Employees Retirement Plan (the "ERP") assuming such employees were eligible to participate in the ERP.

(b) If at any time the recipient Retires on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, dies or becomes disabled, or in the event of a "Change in Control" of the Company, as hereinafter defined, prior to such Retirement, death or disability, such recipient shall be entitled to retain the number of shares subject to the Award. A "Change in Control" shall mean a change in control of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as in effect on November 15, 1988, provided that such a change in control shall be deemed to have occurred at such time as (i) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the Exchange Act), is or becomes the beneficial owner (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor of the Company; (ii) during any period of two consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of the Company cease, for any reason, to constitute at least a majority of the Board of Directors, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period; (iii) the shareholders of the Company approve any merger or consolidation as a result of which the Common Stock shall be changed, converted or exchanged (other than a merger with a wholly-owned subsidiary of the Company) or any liquidation of the Company or any sale or other disposition of 50% or more of the assets or earning power of the Company; or (iv) the shareholders of the Company approve any merger or consolidation to which the Company is a party as a result of which the persons who were shareholders of the Company immediately prior to the effective date of the merger or consolidation shall have beneficial ownership of less than 50% of the combined voting power for election of directors of the surviving corporation following the effective date of such merger or consolidation; provided, however, that no Change in Control shall be deemed to have occurred if, prior to such time as a Change in Control would otherwise be deemed to have occurred, the Board of Directors determines otherwise.

(c) Awards may contain such other provisions, not inconsistent with the provisions of the Plan, as the Committee shall determine appropriate from time to time.

(d) The receipt of stock subject to an Award shall be eligible for deferral in accordance with the terms and subject to the conditions of The Coca-Cola Company Deferred Compensation Plan.

Section 6. Nontransferability of Awards

Shares of Stock subject to Awards shall not be transferable and shall not be sold, exchanged, transferred, pledged, hypothecated or otherwise disposed of at any time prior to the first to occur of Retirement on a date which is at least five (5) years from the date of grant of an Award and on or after the date on which the employee has attained the age of 62, death or disability of the recipient of an Award or a Change in Control.

Section 7. Rights as a Stockholder

An employee who receives an Award shall have rights as a stockholder with respect to Stock covered by such Award to receive dividends in cash or other property or other distributions or rights in respect to such Stock and to vote such Stock as the record owner thereof.

Section 8. Adjustment in the Number of Shares Awarded

In the event there is any change in the Stock through the declaration of stock dividends, through stock splits or through recapitalization or merger or consolidation or combination of shares or otherwise, the Committee or the Board shall make such adjustment, if any, as it may deem appropriate in the number of shares of Stock thereafter available for Awards.

Section 9. Taxes

(a) If any employee properly elects, within thirty (30) days of the date on which an Award is granted, to include in gross income for federal income tax purposes an amount equal to the fair market value (on the date of grant of the Award) of the Stock subject to the Award, such employee shall make arrangements satisfactory to the Committee to pay to the Company in the year of such Award, any federal, state or local taxes required to be withheld with respect to such shares. If such employee shall fail to make such tax payments as are required, the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(b) Each employee who does not make the election described in paragraph (a) of this Section shall, no later than the date as of which the restrictions referred to in Section 5 and such other restrictions as may have been imposed as a condition of the Award, shall lapse, pay to the Company, or make arrangements satisfactory to the Committee regarding payment of any federal, state or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award, and the Company and its Related Companies shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to the employee any federal, state, or local taxes of any kind required by law to be withheld with respect to the Stock subject to such Award.

(c) The Committee may specify when it grants an Award that the Award is subject to mandatory share withholding for satisfaction of tax withholding obligations by employees. For all other Awards, whether granted before or after this paragraph 9(c) was added to this Plan, tax withholding obligations of an employee may be satisfied by share withholding, if permitted by applicable law, at the written election of the employee prior to the date the restrictions on the Award lapse. The shares withheld will be valued at the average of the high and low market prices at which a share of Stock was sold on the date the restrictions lapse (or, if such date is not a trading day, then the next trading day thereafter), as reported on the New York Stock Exchange—Composite Transactions listing.

Section 10. Restrictive Legend and Stock Power

Each certificate evidencing Stock subject to Awards shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to such award. Any attempt to dispose of Stock in contravention of such terms, conditions, and restrictions shall be ineffective. The Committee may adopt rules which provide that the certificates evidencing such shares may be held in custody by a bank or other institution, or that the Company may itself hold such shares in custody until the restrictions thereon shall have lapsed and may require, as a condition of any Award, that the recipient shall have delivered a stock power endorsed in blank relating to the Stock covered by such Award.

Section 11. Amendments, Modifications and Termination of Plan

The Board or the Committee may terminate the Plan, in whole or in part, may suspend the Plan, in whole or in part from time to time, and may amend the Plan from time to time, including the adoption of amendments deemed necessary or desirable to qualify the Awards under the laws of various states (including tax laws) and under rules and regulations promulgated by the Securities and Exchange Commission with respect to employees who are subject to the provisions of Section 16 of the Exchange Act, or to correct any defect or supply an omission or reconcile any inconsistency in the Plan or in any Award granted thereunder, without the approval of the stock holders of the Company; provided, however, that no action shall be taken without the approval of the stockholders of the Company which may increase the number of shares of Stock available for Awards or withdraw administration from the Committee, or permit any person while a member of the Committee to be eligible to receive an Award. Without limiting the foregoing, the Board of Directors or the Committee may make amendments applicable or inapplicable only to participants who are subject to Section 16 of the Exchange Act. No amendment or termination or modification of the Plan shall in any manner affect Awards therefore granted without the consent of the employee unless the Committee has made a determination that an amendment or modification is in the best interest of all persons to whom Awards have theretofore been granted. The Board or the Committee may modify or remove restrictions contained in Sections 5 and 6 on an Award or the Awards as a whole which have been previously granted upon a determination that such action is in the best interest of the Company. The Plan shall terminate when (a) all Awards authorized under the Plan have been granted and (b) all shares of Stock subject to Awards under the Plan have been issued and are no longer subject to forfeiture under the terms hereof unless earlier terminated by the Board or the Committee.

Section 12. Governing Law

The Plan and all determinations made and actions taken pursuant thereto shall be governed by the laws of the State of Georgia and construed in accordance therewith.

THE COCA-COLA COMPANY AND SUBSIDIARIES

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(In millions except ratios)

	Nine Months Ended September 30, 2005	Year Ended December 31, 2004	2003	2002	2001	2000
EARNINGS:						
Income before income taxes and changes in accounting principles	**$ 5,317**	$ 6,222	$ 5,495	$ 5,499	$ 5,670	$ 3,399
Fixed charges	**206**	232	220	236	327	489
Adjustments:						
Capitalized interest, net	**(1)**	(1)	(1)	(1)	(8)	(11)
Equity income or loss, net of dividends	**(375)**	(476)	(294)	(256)	(54)	380
Adjusted earnings	**$ 5,147**	$ 5,977	$ 5,420	$ 5,478	$ 5,935	$ 4,257
FIXED CHARGES:						
Gross interest incurred	**$ 179**	$ 197	$ 179	$ 200	$ 297	$ 458
Interest portion of rent expense	**27**	35	41	36	30	31
Total fixed charges	**$ 206**	$ 232	$ 220	$ 236	$ 327	$ 489
Ratios of earnings to fixed charges	**25.0**	25.8	24.6	23.2	18.1	8.7

At September 30, 2005, our Company is contingently liable for guarantees of indebtedness owed by third parties in the amount of $219 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 our Company will be required to satisfy the guarantees.

Exhibit 31.1

CERTIFICATIONS

I, E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer of The Coca-Cola Company, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Coca-Cola Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2005

/s/ E. NEVILLE ISDELL
E. Neville Isdell
Chairman, Board of Directors, and
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Coca-Cola Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2005

/s/ GARY P. FAYARD

Gary P. Fayard
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of The Coca-Cola Company (the “Company”) on Form 10-Q for the period ended September 30, 2005 (the “Report”), I, E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer of the Company and I, Gary P. Fayard, Executive Vice President and Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) to my knowledge, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ E. NEVILLE ISDELL

E. Neville Isdell
Chairman, Board of Directors, and
Chief Executive Officer
October 27, 2005

/s/ GARY P. FAYARD

Gary P. Fayard
Executive Vice President and
Chief Financial Officer
October 27, 2005