

COCA COLA CO

Form 4

October 05, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

 1. Name and Address of Reporting Person *
ALLEN HERBERT A

(Last) (First) (Middle)

711 FIFTH AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

 2. Issuer Name and Ticker or Trading Symbol
COCA COLA CO [KO]

 3. Date of Earliest Transaction
 (Month/Day/Year)
10/01/2015

 4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.25 Par Value				(A) or (D) Price	12,000,000	D	
Common Stock, \$.25 Par Value					37,531	I	By family member ⁽¹⁾
Common Stock, \$.25 Par Value					6,000,000	I	Allen & Company Incorporated ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0 ⁽³⁾	10/01/2015		A		594.5885 <u>(4)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock, \$.25 Par Value	594.5885

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALLEN HERBERT A 711 FIFTH AVENUE NEW YORK, NY 10022	X

Signatures

/s/ Gloria K. Bowden, attorney-in-fact for Herbert A.
Allen

10/05/2015

 Signature of Reporting Person

____Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Shares owned by Allen & Company Incorporated, an affiliate of Allen Holding Inc., of which the reporting person is a principal shareholder. The filing of this statement shall not be deemed an admission that the reporting person is for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of such securities.
- (3) Each phantom share unit is economically equivalent to one share of Common Stock.
- (4) Phantom share units accrued under The Coca-Cola Company Directors' Plan (the "Directors' Plan") as a result of crediting phantom dividends.
- (5) The phantom share units credited under the Directors' Plan are settled in cash the later of (i) January 15 of the year following the year in which the reporting person leaves the Board, or (ii) six months following the date on which the reporting person leaves the Board.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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