

COCA COLA CO

Form 4

March 04, 2016

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CUMMINGS ALEXANDER B JR

(Last) (First) (Middle)

THE COCA-COLA  
COMPANY, ONE COCA-COLA  
PLAZA

(Street)

ATLANTA, GA 30313

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

COCA COLA CO [KO]

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

03/02/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	03/02/2016		M	320,000	A \$ 21.6	320,000	D
Common Stock, \$.25 Par Value	03/02/2016		S	320,000	D \$ 43.6828 (1)	0	D
Common Stock, \$.25 Par	03/03/2016		M	258,290	A \$ 21.6	258,290	D

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Value

Common  
Stock,  
\$.25 Par  
Value

03/03/2016

M

61,710

A

\$  
27.7675

320,000

D

Common  
Stock,  
\$.25 Par  
Value

03/03/2016

S

320,000

D

\$  
43.7638  
(2)

0

D

Common  
Stock,  
\$.25 Par  
Value

50,000

I

By  
grantor  
retained  
annuity  
trust

Common  
Stock,  
\$.25 Par  
Value

197,130

I

By Trust  
(3)

Common  
Stock,  
\$.25 Par  
Value

18,200 (4)

I

By  
401(k)  
Plan

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 21.6	03/02/2016		M	320,000	(5) 02/18/2019	Common Stock, \$.25 Par Value	320,000
Employee Stock Option	\$ 21.6	03/03/2016		M	258,290	(5) 02/18/2019	Common Stock,	258,290

(Right to Buy)									\$ .25 Par Value	
Employee Stock Option (Right to Buy)	\$ 27.7675	03/03/2016	M	61,710	(6)	02/17/2020			Common Stock, \$ .25 Par Value	61,710
Hypothetical Shares	\$ 0 (7)				(8)	(8)			Common Stock, \$ .25 Par Value	26,710

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMMINGS ALEXANDER B JR THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Executive Vice President	

## Signatures

/s/ Gloria K. Bowden, attorney-in-fact for Alexander B. Cummings Jr.

03/04/2016

\_\_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 price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$43.50 to \$43.755. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$43.55 to \$43.97. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(3) Shares held in a trust of which the reporting person and his wife are the sole trustees and beneficiaries.

(4) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of March 2, 2016.

(5) Option (with tax withholding right) granted on February 19, 2009 under The Coca-Cola Company 2002 Stock Option Plan. One-fourth of grant became exercisable on the first, second, third and fourth anniversaries of the grant date.

(6) Option (with tax withholding right) granted on February 18, 2010 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.

(7) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.

(8) There is no data applicable with respect to the hypothetical shares.

(9) As of March 2, 2016.

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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