MARK LARRY M
Form 4
February 20, 2018

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARK LARRY M

(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)
02/15/2018

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 below) _____ Other (specify below)
Vice President, Controller

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.25 Par Value	02/15/2018		A		19,577 (1)	A	$ 0	50,957	D	
Common Stock, $.25 Par Value	02/16/2018		F		2,176 (2)	D	$ 45.18	48,781	D	
Common Stock, $.25 Par Value								2,123 (3)	I	By 401(k) Plan

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 44.475	02/15/2018		A		21,149		(4)	02/15/2028	Common Stock, $.25 Par Value	21,14
Hypothetical Shares	(5)							(6)	(6)	Common Stock, $.25 Par Value	5,31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARK LARRY M THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Vice President, Controller	

Signatures

/s/ Larry M. Mark	02/20/2018
**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) These shares represent common stock of The Coca-Cola Company issuable upon vesting of performance share units that were issued to the reporting person in connection with the attainment of the performance criterion underlying performance share units granted for the

2015-2017 performance period. These performance share units vest in February 2019.

(2) Represents shares withheld to satisfy tax liabilities upon the vesting of performance share units issued on February 16, 2017 under the 2014-2016 performance share unit program.

(3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of February 15, 2018.

(4) Option (with tax withholding right) granted on February 15, 2018 under The Coca-Cola Company 2014 Equity Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.

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

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

(7) As of February 15, 2018.

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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