

COCA COLA CO

Form 4

March 14, 2017

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 *
WEINBERG DAVID B

(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)

03/10/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director

☐ Officer (give title
below)

☐ 10% Owner

☐ Other (specify
below)

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

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$.25 Par Value	03/10/2017		J ⁽¹⁾		0 ⁽¹⁾	A <u>11</u>	3,540,000	I	By family limited partnerships ⁽¹⁾
Common Stock, \$.25 Par Value							355,214	D	
Common Stock, \$.25 Par Value							1,152,930	I	By family member's living trust

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Common Stock, \$.25 Par Value	2,466,558	I	By family member's marital grantor trust (2)
Common Stock, \$.24 Par Value	3,000,000	I	By family trusts (3)

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

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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	(4)					(5)	(5)	Common Stock, \$.25 Par Value	10,814.8405

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINBERG DAVID B THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313	X			

Signatures

David Weinberg

03/14/2017

__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).

The reporting person and two members of his family (the "Purchasers") directly or through living trusts, purchased from a trust of which they are contingent beneficiaries, a 50% membership interest in a limited liability company that owns, indirectly through partnerships and other entities under its control, 3,540,000 shares of The Coca-Cola Company common stock. The Purchasers paid approximately

- (1) \$600,000 for the membership interest and, following the purchase, are the sole owners of the limited liability company. As a result of the purchase, the reporting person's pecuniary interest in shares owned indirectly through the limited liability company increased slightly, although the total number of shares owned by the limited liability company did not change. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) The reporting person is one of three trustees and holds a remainder interest in the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The reported securities are held in three trusts of which the reporting person is one of three trustees. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Each phantom share unit is economically equivalent to one share of Common Stock.

The phantom share units credited under The Coca-Cola Company Directors' Plan effective January 1, 2013 (the Directors' Plan") are

- (5) 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.
- (6) This number includes phantom share units accrued under the Directors' Plan as result of crediting phantom dividends.

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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