

COCA COLA CO  
Form 4  
November 08, 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 \*  
Goepelt Bernhard

(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)  
11/04/2016

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 below) \_\_\_\_ Other (specify below)  
Senior VP, General Counsel

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$.25<br>Par Value   | 11/04/2016                              |                                                             | M                                       | 72,000                                                              | (A)<br>or<br>(D)<br>\$<br>23.92                                                                                    | 106,610                                                                 | D                                                                 |
| Common<br>Stock, \$.25<br>Par Value   | 11/04/2016                              |                                                             | S <sup>(1)</sup>                        | 8,943                                                               | D<br>\$<br>41.75                                                                                                   | 97,667                                                                  | D                                                                 |
| Common<br>Stock, \$.25<br>Par Value   | 11/04/2016                              |                                                             | F                                       | 47,036                                                              | D<br>\$<br>41.83                                                                                                   | 50,631                                                                  | D                                                                 |
| Common                                |                                         |                                                             |                                         |                                                                     | 613 <sup>(2)</sup>                                                                                                 | I                                                                       | By 401(k)                                                         |

Stock, \$.25  
Par Value

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                        |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|----------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title                                  | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock Option<br>(Right to<br>Buy)       | \$ 23.92                                                              | 11/04/2016                              |                                                             | M                                       |                                                                                                              | 72,000                                                         |     | <u>(3)</u>                                                       | 02/14/2017         | Common<br>Stock,<br>\$.25 Par<br>Value | 72,000                              |
| Hypothetical<br>Shares                              | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(5)</u>                                                       | <u>(5)</u>         | Common<br>Stock,<br>\$.25 Par<br>Value | 600                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| Goepelt Bernhard<br>THE COCA-COLA COMPANY<br>ONE COCA-COLA PLAZA<br>ATLANTA, GA 30313 | Senior VP, General Counsel       |

## Signatures

/s/ Karen V. Danielson, attorney-in-fact for Bernhard  
Goepelt

11/08/2016

\_\_\_\_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 reporting person sold shares to satisfy a portion of the option exercise cost, taxes and brokerage fees and commissions.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of November 4, 2016.
- (3) Option (with tax withholding right) granted on February 15, 2007 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.
- (4) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
- (5) There is no data applicable with respect to the hypothetical shares.
- (6) As of November 4, 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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