

COCA COLA CO

Form 4

April 05, 2006

**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

OMB  
Number: 3235-0287  
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2005  
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(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)  
04/03/2006

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					6,000,000	D	
Common Stock, \$.25 par value					2,347,920	I	Allen & Company Incorporated (1)
Common Stock, \$.25 par value					266,051 (2)	I	Allen Capital II, L.P. (3)
Common Stock, \$.25					10,400	I	Allen Capital International

par value			L.P. <sup>(4)</sup>
Common			
Stock, \$.25	14,007 <sup>(2)</sup>	I	Allen Capital
par value			L.P. <sup>(5)</sup>

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.**

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 of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(6)</u>	04/03/2006		A		101.6249 <u>(7)</u>		<u>(8)</u>	<u>(8)</u>	Common Stock, \$.25 par value	101.6249

## 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/ Allen,  
Herbert A.                      04/05/2006

        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) Shares owned by Allen & Company Incorporated ('ACI'), 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

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1934 Act or otherwise, the beneficial owner of such securities.

- (2) Includes shares issued pursuant to a dividend reinvestment plan.

- (3) Shares owned by Allen Capital II, L.P. ('AC II L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC II L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. 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.

- (4) Shares owned by Allen Capital International L.P. ('AC International L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC International L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. 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.

- (5) Shares owned by Allen Capital L.P. ('AC L.P.'). The Reporting Person, who does not exercise any investment power over such shares and is not involved in the management of AC L.P.'s portfolios, expressly disclaims beneficial ownership of such securities. 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.

- (6) Each phantom stock unit is economically equivalent to one share of Common Stock.

- (7) Phantom stock units accrued as a result of crediting phantom dividends.

- (8) The phantom stock units were accrued under The Coca-Cola Company Deferred Compensation Plan for Non-Employee Directors and are to be settled 100% in cash after the reporting person leaves the Board.

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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