COCA COLA CO Form 4

March 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DILLER BARRY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

COCA COLA CO [(KO)] 3. Date of Earliest Transaction

(Month/Day/Year)

03/14/2008

X_ Director 10% Owner

IAC/INTERACTIVECORP, 555

(First)

WEST 18TH STREET, 5TH FLOOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10011

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(Instr. 4)

Other (specify

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securitie Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Disp	nired (A) or osed of (D) r. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Call Option (right to buy)	\$ 40 <u>(1)</u>	03/14/2008		S			1,200,000	05/17/2006	01/16/2009	Common Stock, \$.25 par value (2)	1,200 <u>(2</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 0 mars 1 mars 7 mars 2000	Director	10% Owner	Officer	Other		
DILLER BARRY IAC/INTERACTIVECORP 555 WEST 18TH STREET, 5TH FLOOR NEW YORK, NY 10011	X					

Signatures

By: /s/ Carol C. Hayes, Attorney-in-Fact 03/18/2008

**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) To the extent that total dividends paid to common shareowners as of the record dates that occur during the term of the option exceed (or are less than) \$3.41 per share, the exercise price of the option will be reduced (or increased) by a like amount.
- The option allows its holder, upon exercise of the option, to elect to settle the option for either cash or stock. If the holder elects to settle the option for cash, the holder will receive the difference between the exercise price of the option and the closing price of the underlying common stock on the New York Stock Exchange on the date of exercise, multiplied by the number of shares of common stock subject to the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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