ROBINSON JAMES D III

Form 4 April 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

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obligations may continue.

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).

par value

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person ** ROBINSON JAMES D III | | | 2. Issuer Name and Ticker or Trading Symbol COCA COLA CO [(KO)] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|---|--|---|---|---|--|--|---|--|
| | | (| LOCA C | LOLA CC |) [(KO)] | | (Che | eck all applicabl | e) | |
| (Last) | (First) (M | liddle) 3 | 3. Date of Earliest Transaction | | | | •• | | | |
| | | (| Month/Da | ay/Year) | | | _X_ Director | | % Owner | |
| RRE INVESTORS, LLC, 126 EAST 56TH STREET, 22ND FLOOR | | | 04/01/2009 | | | Officer (give title Other (specify below) | | | | |
| | (Street) | 4 | I. If Amen | ndment, Dat | e Original | | 6. Individual or | Joint/Group Fili | ng(Check | |
| | | F | Filed(Mont | h/Day/Year) | | | Applicable Line) _X_ Form filed by | 1 0 | | |
| NEW YOR | K, NY 10022 | | | | | | Form filed by Person | More than One K | eporung | |
| (City) | (State) (| Zip) | Table | I - Non-Do | erivative S | Securities Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/Da | Date, if | 3. Transaction Code (Instr. 8) | 4. Securion Acquired Disposed (Instr. 3, | (A) or of (D) | 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 | | | | | | | 32,227 | D | | |
| Common Stock, \$.25 | | | | | | | 31,600 | I | By Trust | |

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

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(9-02)

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 of Number of Shares |
| Phantom Stock Units | (2) | 04/01/2009 | | A | 3,099.3023 | <u>(4)</u> | <u>(4)</u> | Common Stock, \$.25 par value | 3,099.30 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| ROBINSON JAMES D III RRE INVESTORS, LLC 126 EAST 56TH STREET, 22ND FLOOR NEW YORK, NY 10022 | X | | | | |

Signatures

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

**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 held by a trust of which Mr. Robinson is a co-trustee.
- (2) Each phantom share unit is economically equivalent to one share of Common Stock.
- Consists of 2,825.1780 phantom share units credited to the reporting person under The Coca-Cola Company Compensation and Deferred
- (3) Compensation Plan for Non-Employee Directors (the 'Directors' Plan') for 2009 compensation and 274.1243 phantom share units accrued under the Directors' Plan as a result of crediting phantom dividends.
- (4) The phantom share units credited under the Directors' Plan are settled in cash the later of (1) 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.

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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