COCA COLA CO

Form 4 May 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires:

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5. Relationship of Reporting Person(s) to

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

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

| ALLEN HERBERT A | | Symbol | l A COLA CO [(KO)] | Issuer (Check all applicable) | | | |
|------------------------------|--------------------------------------|---|---|---|--|--|--|
| | (Last) | (First) (| | of Earliest Transaction //Day/Year) /2006 | X Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Street) NEW YORK, NY 10022 | | | | mendment, Date Original Ionth/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| | (City) | (State) | (Zip) Ta | able I - Non-Derivative Securities A | equired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | 5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) | | |
| | Common Stock, | 05/04/2006 | | P 18,900 A \$ | Allen & Company Leger Transport Leger Transpor | | |

Incorporated \$.25 par 41.89 (1) value Common Allen & Stock, Company 05/04/2006 P 37,202 A \$41.9 2,847,920 I \$.25 par Incorporated value

(1)(2)

Common

Stock, 6,000,000 D \$.25 par

value

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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)

8. I De: Sec (In:

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title and A | Amount of |
|-------------|----------------|---------------------|--------------------|------------|------------|--------------|-------------|----------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | ionNumber | Expiration D | ate | Underlying S | Securities |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | (Instr. 3 and | 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | | |
| | Derivative | | | | Securities | S | | | |
| | Security | | | | Acquired | | | | |
| | Ť | | | | (A) or | | | | |
| | | | | | Disposed | | | | |
| | | | | | of (D) | | | | |
| | | | | | (Instr. 3, | | | | |
| | | | | | 4, and 5) | | | | |
| | | | | | ., , | | | | |
| | | | | | | Date | Expiration | | Amount or |
| | | | | | | Exercisable | Date | Title | Number of |
| | | | | Code V | (A) (D) | Exercisacio | Buile | | Shares |
| | | | | | | | | Common | |
| Phantom | | | | | | | | Common | |
| Stock | \$ 0 (3) | | | | | <u>(4)</u> | <u>(4)</u> | Stock, | 13,875.0745 |
| | φ (<u>«</u>) | | | | | | | \$.25 par | |
| Units | | | | | | | | value | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| r g | Director | 10% Owner | Officer | Other | | |
| ALLEN HERBERT A 711 FIFTH AVENUE NEW YORK, NY 10022 | X | | | | | |

Signatures

By: /s/ Carol C. Hayes, Attorney-in-Fact 05/05/2006

**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).
- 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 1934 Act or otherwise, the beneficial owner of such securities.
- The 14,007 shares owned by Allen Capital L.P., the 266,051 shares owned by Allen Capital II, L.P. and the 10,400 shares owned by (2) Allen Capital International L.P., previously included in the Reporting Person's Section 16 filings, while still owned by these entities, are no longer reportable.

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