

COCA COLA CO

Form 4

April 05, 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 *
WEINBERG DAVID B

(Last) (First) (Middle)

**C/O JUDD ENTERPRISES, 401 N.
MICHIGAN AVE., SUITE 3050**

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

COCA COLA CO [KO]

3. Date of Earliest Transaction
(Month/Day/Year)

04/01/2016

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				(A) or (D)			
			Code	V	Amount		Price
					355,214	D	
Common Stock, \$.25 Par Value					3,540,000	I	By family limited partnerships (1)
Common Stock, \$.25 Par Value					3,000,000	I	By family trusts (2)
Common					505,764	I	By family

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Stock, \$.25 Par Value				member's grantor retained annuity trust (3)
Common Stock, \$.25 Par Value	647,166	I		By family member's living trust (3)
Common Stock, \$.25 Par Value	2,466,558	I		By family member's marital grantor trust (4)

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

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(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 of Number of Shares
Phantom Stock Units	\$ 0 <u>(5)</u>	04/01/2016		A		5,456.3641		<u>(6)</u>	<u>(6)</u>	Common Stock, \$.25 Par Value	5,456.36

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEINBERG DAVID B C/O JUDD ENTERPRISES 401 N. MICHIGAN AVE., SUITE 3050 CHICAGO, IL 60611	X

Signatures

/s/ David B.
Weinberg

04/04/2016

 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 disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) The reported securities are held in three trusts of which the reporting person is one of three trustees. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) On March 4, 2016, a family member's grantor retained annuity trust transferred 494,236 shares to a family member's living trust.
- (4) The reporting person is one of three trustees and holds a remainder interest in the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Each phantom share unit is economically equivalent to one share of Common Stock.
- (6) The phantom share units credited under the Directors' Plan are settled in cash the later of (i) 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.
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