COCA COLA CO Form 4 July 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

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

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).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BLACK CATHLEEN | | Symbol | 2. Issuer Name and Ticker or Trading Symbol COCA COLA CO [(KO)] | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|----------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------------------------------------------------------|--|--|
| (Last) | (First) (M | fiddle) 3. Date of | 3. Date of Earliest Transaction | | | (Check all applicable) | | | | |
| (=) | () | (Month/D | | msaction | | X Director | 109 | 6 Owner | | |
| | AGAZINES, 134 OF THE AMERIC | 5 07/01/2 | 07/01/2005 | | | Officer (give title Other (specify below) | | | | |
| | (Street) | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| NEW YORK | K, NY 10105 | | nth/Day/Year) | _ | | | One Reporting Po | | | |
| (City) | (State) | (Zip) Tabl | e I - Non-De | erivative S | ecurities Ac | quired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securit onAcquired 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 o Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock, \$.25 par value | | | | | () = =100 | 10,200 | D | | | |

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)

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| 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 ctionDerivative Securities 8) 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 | (1) | 07/01/2005 | | A | 892.4002 | | (2) | (2) | Common Stock, \$.25 par value | 892.4002 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BLACK CATHLEEN HEARST MAGAZINES 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105



Signatures

/s/ Black, Cathleen P. 07/05/2005

**Signature of Date
Reporting Person

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) Each phantom stock unit is economically equivalent to one share of Common Stock.
- (2) 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.
- (3) Includes 151.4402 phantom stock units accrued as a result of crediting phantom dividends.

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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