

CHANG LISA
Form 4
April 26, 2019

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 *
CHANG LISA

(Last) (First) (Middle)

**THE COCA-COPLA
COMPANY, ONE COCA-COLA
PLAZA**

(Street)

ATLANTA, GA 30313

(City) (State) (Zip)

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

COCA COLA CO [KO]

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

04/24/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief People Officer & SVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock, \$.25 Par Value	04/24/2019		A	5,448 (1)	A \$ 0 5,448	D	
Common Stock, \$.25 Par Value					22 (2)	I	By 401(k) Plan
Common Stock, \$.25 Par Value					2,116 (3)	I	By Husband's 401(k) Plan

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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 48.075	04/24/2019		A		58,122		<u>(4)</u>	04/24/2029	Common Stock, \$.25 Par Value	58,122

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHANG LISA THE COCA-COPLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313	Chief People Officer & SVP

Signatures

/s/ Karen V. Danielson attorney-in-fact for Lisa
Chang

04/26/2019

__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) A special one-time award of restricted stock units was issued to the reporting person under The Coca-Cola Company 2014 Equity Plan and vests one-third on each of April 24, 2020, April 24, 2021 and April 24, 2022, contingent on her continued employment.
- (2) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of April 24, 2019.
- (3) Shares credited to the account of the reporting person's husband under The Coca-Cola Company 401(k) Plan, as of April 24, 2019.
- (4) Option (with tax withholding right) granted on April 24, 2019 under The Coca-Cola Company 2014 Equity Plan. One-fourth of grant becomes exercisable on April 24, 2020, February 21, 2021, February 21, 2022 and February 21, 2023.

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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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