

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-10** | Period of Report: **2013-01-01**
SEC Accession No. [0001127602-13-001636](#)

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REPORTING OWNER

Walter Glen

CIK: **1564900**

Type: **3** | Act: **34** | File No.: **001-02217** | Film No.: **13522734**

Mailing Address

*THE COCA-COLA COMPANY
ONE COCA-COLA PLAZA
ATLANTA GA 30313*

ISSUER

COCA COLA CO

CIK: **21344** | IRS No.: **580628465** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2080** Beverages

Mailing Address

*ONE COCA COLA PLAZA
ATLANTA GA 30313*

Business Address

*ONE COCA COLA PLAZA
ATLANTA GA 30313
404-676-2121*

FORM 3**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: 02/28/2011
Estimated average burden
hours per response 0.5**INITIAL STATEMENT OF 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

| | | | |
|--|---|--|--|
| 1. Name and Address of Reporting Person Walter Glen (Last) (First) (Middle) C/O THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA (Street) ATLANTA, GA 30313 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/ Year) 01/01/2013 | 3. Issuer Name and Ticker or Trading Symbol COCA COLA CO [KO] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Pres/COO, CC Refreshments | 5. If Amendment, Date Original Filed (Month/Day/Year) |
| | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|---|---|
| Common Stock, \$.25 Par Value | 33,363 ⁽¹⁾ | D ⁽²⁾ | |
| Common Stock, \$.25 Par Value | 256 ⁽³⁾ | I | By 401(k) Plan |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/ Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--------------------|--|----------------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | ⁽⁵⁾ | 11/04/2019 | Common Stock, \$.25 Par Value | 4,924 ⁽⁴⁾ | \$17.765 | D | |
| Employee Stock Option (Right to Buy) | ⁽⁶⁾ | 02/16/2021 | Common Stock, \$.25 Par Value | 87,600 | \$31.9975 | D | |
| Employee Stock Option (Right to Buy) | ⁽⁷⁾ | 02/15/2022 | Common Stock, \$.25 Par Value | 98,550 | \$34.3525 | D | |
| Hypothetical Shares | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock, \$.25 Par Value | 394 | \$ 0 ⁽⁹⁾ | I | By Supplemental 401(k) Plan ⁽¹⁰⁾ |

Explanation of Responses:

1. Includes 19,704 shares that represent the common stock of The Coca-Cola Company issuable upon vesting of restricted stock units granted on November 4, 2009 when the reporting person was employed by Coca-Cola Enterprises Inc. ("CCE"). Pursuant to the Business Separation and Merger Agreement dated February 25, 2010 by and among CCE, International CCE, Inc., The Coca-Cola Company and Cobalt Subsidiary LLC (the "Merger Agreement"), outstanding restricted stock units held by the reporting person were cancelled as of October 2, 2010 at 12:01 a.m. (the "Effective Time") and converted to that number of restricted stock units of The Coca-Cola Company obtained by multiplying the number of restricted stock units granted by CCE by 0.53788904.
2. Exhibit Index - Exhibit No. 24 - Power of Attorney
3. Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of January 1, 2013.
4. These options were granted on November 4, 2009 when the reporting person was employed by CCE. Pursuant to the Merger Agreement, the outstanding options to purchase shares of CCE's common stock were cancelled at the Effective Time and converted to that number of options to purchase Common Stock of The Coca-Cola Company obtained by multiplying the number of outstanding options granted by CCE by 0.53788904. The exercise price of each outstanding CCE option was adjusted by multiplying the exercise price by 1.85911950.
5. Options vested 33% per year from November 4, 2009.
6. Option (with tax withholding right) granted on February 17, 2011 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
7. Option (with tax withholding right) granted on February 16, 2012 under The Coca-Cola Company 2008 Stock Option Plan. One-fourth of grant becomes exercisable on each of the first, second, third and fourth anniversaries of the grant date.
8. There is no data applicable with respect to the hypothetical shares.
9. Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.
10. As of January 1, 2013.

Signatures

/s/ Glen Walter

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: THAT I, Glen Walter, hereby appoint Gloria K. Bowden, Jared M. Brandman, Karen V. Danielson and Anita Jane Kamenz, each acting individually, my true and lawful attorneys for me and in my name for the purpose of:

(1) executing on my behalf any Form ID for the application for access codes to the U.S. Securities and Exchange Commission's EDGAR? System or any successor system, any Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership of Securities on Form 4, any Annual Statement of Changes in Beneficial Ownership of Securities on Form 5 and any additional forms which may be promulgated pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, or any amendments thereto, in connection with my transactions in shares of The Coca-Cola Company common stock and causing such forms to be filed with the U.S. Securities and Exchange Commission, the New York Stock Exchange and/or any other appropriate stock exchange; and

(2) taking any other action in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the forms executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in their discretion.

The undersigned acknowledges that:

(1) the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934; and

(2) this Power of Attorney authorizes, but does not require, any of the foregoing attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information.

The undersigned hereby grants to each of the foregoing attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or appropriate to be done in the exercise of any of the rights and

powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in effect until revoked in writing by the undersigned.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of December, 2012.

/s/ Glen Walter
Glen Walter