

HARRISON J FRANK III  
Form 4  
March 08, 2012

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARRISON J FRANK III

2. Issuer Name **and** Ticker or Trading  
Symbol  
COCA COLA BOTTLING CO  
CONSOLIDATED /DE/ [COKE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
4100 COCA COLA PLAZA  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2012

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman and CEO

CHARLOTTE, NC 28211

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|---------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|---------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |               |               |                     |                    |                 |                                        |
|----------------------------|------------------------------------|------------------|------------|---------------------------------------------------|---------------|---------------|---------------------|--------------------|-----------------|----------------------------------------|
|                            |                                    |                  | Code       | V                                                 | (A)           | (D)           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Class B<br>Common<br>Stock | (1)                                | 03/06/2012       | A          |                                                   | 40,000<br>(2) |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                | 03/06/2012       | F          |                                                   |               | 17,680<br>(5) | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |
| Class B<br>Common<br>Stock | (1)                                |                  |            |                                                   |               |               | (3)                 | (4)                | Common<br>Stock | (1)                                    |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                  |       |
|---------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                     | Director      | 10% Owner | Officer          | Other |
| HARRISON J FRANK III<br>4100 COCA COLA PLAZA<br>CHARLOTTE, NC 28211 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ J. Frank  
Harrison, III

03/08/2012

\_\_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) Class B Common Stock is convertible into Common Stock, on a share-for-share basis, at any time at the option of the holder.
- (2) Represents shares delivered upon the vesting of 40,000 performance-based restricted stock units.
- (3) Immediately.
- (4) None.
- (5) Represents shares withheld to satisfy the reporting person's tax liability in connection with the vesting of 40,000 performance-based restricted stock units.  
  
Such shares are held directly by one of three family limited partnerships (the "Family LPs"). A family limited liability company (the "Family LLC") holds a general partnership interest in each of the Family LPs. A family trust, of which the reporting person is a co-trustee and beneficiary, holds a membership interest in the Family LLC. A residuary sub-trust, of which the reporting person is a co-trustee and beneficiary, also holds a membership interest in the Family LLC. Two residuary sub-trusts, each of which the reporting person is a co-trustee, also hold membership interests in the Family LLC. The reporting person disclaims beneficial ownership in all of these securities except to the extent of his pecuniary interest therein.
- (6) Such shares are held directly by a sub-trust of which the reporting person is a co-trustee and beneficiary.
- (7) Such shares are held directly by a sub-trust of which the reporting person is a co-trustee and certain family members are beneficiaries. The reporting person disclaims beneficial ownership in all of these securities except to the extent of his pecuniary interest therein.
- (8)

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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