

Leechman Robert P  
Form 4  
December 19, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leechman Robert P

2. Issuer Name and Ticker or Trading Symbol  
COCA COLA CO [(KO)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
THE COCA-COLA COMPANY, ONE COCA-COLA PLAZA

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2008

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below)  Other (specify below)  
Chief Cust. and Comm. Officer

(Street)  
ATLANTA, GA 30313

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 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)	
				Code V	Amount	(A) or (D)	Price	
Common Stock, \$.25 par value	12/18/2008		F(1)	3,323	D	\$ 45.61	16,992	D

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)**

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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	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)	8. Price or Amount of Securities (Instr. 3 and 4)
Hypothetical shares	\$ 0 <sup>(2)</sup>					Date Exercisable <sup>(3)</sup> Expiration Date <sup>(3)</sup>	Common Stock, \$.25 par value	3,465

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leechman Robert P THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313				Chief Cust. and Comm. Officer

Signatures

By: /s/ Carol C. Hayes, Attorney-in-Fact 12/19/2008  
 \_\_\_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) Represents shares withheld to satisfy tax liabilities upon the vesting of restricted stock issued under the 2004-2006 performance share unit program.
  - (2) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
  - (3) There is no data applicable with respect to the hypothetical shares.
  - (4) As of December 31, 2007.
- 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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