

COCA COLA CO
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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

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 *
DOUGLAS J ALEXANDER JR

(Last) (First) (Middle)

THE COCA-COLA
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)
08/11/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.25 par value | 08/11/2005 | | M | | 14,000 | A | \$ 35.625 |
| Common Stock, \$.25 par value | 08/11/2005 | | F ⁽¹⁾ | | 10,950 | D | \$ 43.78 |
| Common Stock, \$.25 par | 08/11/2005 | | F ⁽²⁾ | | 1,199 | D | \$ 43.78 |

value

Common Stock, \$.25 par value 2,824 ⁽³⁾ I By 401(k) plan

Common Stock, \$.25 par value 1,201 ⁽⁴⁾ I By wife as trustee

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 35.625 | 08/11/2005 | | M | 14,000 | ⁽⁵⁾ 10/17/2005 | Common Stock, \$.25 par value | 14,000 |
| Hypothetical shares | \$ 0 ⁽⁶⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock, \$.25 par value | 2,290 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOUGLAS J ALEXANDER JR THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313 | | | Senior Vice President | |

Signatures

/s/ Douglas, J.
Alexander, Jr.

08/11/2005

__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) Includes 10,192 shares delivered to pay the option exercise price and 758 shares withheld by Issuer for payment of taxes on the option exercise with respect to 12,526 options.
- (2) Shares delivered to pay the option exercise price with respect to 1,474 options.
- (3) Shares credited to my account under The Coca-Cola Company Thrift & Investment Plan, a tax-qualified 401(k) plan, as of August 11, 2005.
- (4) These shares are held by trusts for the benefit of the Reporting Person's four children.
- (5) Grant (with tax withholding right) was awarded on October 18, 1995. One-third of grant became exercisable one year after date of grant, with the remainder becoming exercisable in equal monthly installments over the next 24 months.
- (6) Each hypothetical share is equal to one share of Common Stock of The Coca-Cola Company.
- (7) There is no data applicable with respect to the hypothetical shares.
- (8) As of August 11, 2005.

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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