

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

OMB APPROVAL

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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 DILLER BARRY			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) IAC/INTERACTIVECORP, 555 WEST 18TH STREET, FLOOR		,	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2012	X Director 10% Owner Officer (give title below) below)	
(Street) NEW YORK	NY	10011	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting	
(City)	(State)	(Zip)		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. Securitie Disposed of (Instr. 3, 4	of (D)	red (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common Stock, \$.25 Par Value	04/27/2012		Р		264,000	Α	\$ 76.9756 ⁽¹⁾	2,000,000	I	By Living Trust ⁽²⁾			

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. Conversior or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deemed Execution Date, if any (Month/Day/Year	4. Transa Code (Instr.		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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom Stock Units	\$ 0 (3)							(4)	(4)	Common Stock, \$.25 Par Value	37,043.44		37,043.44	D		

Explanation of Responses:

- 1. The price is the weighted average purchase price of the aggregate number of shares that were purchased by the living trust. These shares were purchased in multiple transactions at prices ranging from \$76.83 to \$77.14. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- 2. The shares previously reported as directly owned by the reporting person are held in his living trust and therefore are now being reported as indirectly owned.
- 3. Each phantom share unit is economically equivalent to one share of Common Stock.
- 4. The phantom share units credited under The Coca-Cola Company Compensation and Deferred Compensation Plan for Non-Employee Directors are settled in cash the later of (i) January 15 of the year following the year in which the reporting person leaves the Board. or (ii) six months following the date on which the reporting person leaves the Board.

/s/ Karen V. Danielson. Attorney-in-Fact for Barry Diller 05/01/2012

** Signature of Reporting Person 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.

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