UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-02217

The Coca-Cola Company

(Exact name of Registrant as specified in its charter)

DELAWARE	**58-0628465**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
One Coca-Cola Plaza	
Atlanta, Georgia	**30313**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (404) 676-2121

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
COMMON STOCK, $0.25 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark if the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the common equity held by non-affiliates of the Registrant (assuming for these purposes, but without conceding, that all executive officers and Directors are "affiliates" of the Registrant) as of June 29, 2012, the last business day of the Registrant's most recently completed second fiscal quarter, was $167,103,981,811 (based on the closing sale price of the Registrant's Common Stock on that date as reported on the New York Stock Exchange).

The number of shares outstanding of the Registrant's Common Stock as of February 25, 2013, was 4,456,717,996.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement for the Annual Meeting of Shareowners to be held on April 24, 2013, are incorporated by reference in Part III.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareowners
The Coca-Cola Company

We have audited the accompanying consolidated balance sheets of The Coca-Cola Company and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, shareowners' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Coca-Cola Company and subsidiaries at December 31, 2012 and 2011, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the consolidated financial statements, The Coca-Cola Company has elected to change its method of calculating the market-related value of plan assets related to certain of its pension plans in 2012.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), The Coca-Cola Company and subsidiaries' internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2013 expressed an unqualified opinion thereon.

Ernst & Young LLP

Atlanta, Georgia
February 27, 2013

Tax Audits

The Company is involved in various tax matters, with respect to some of which the outcome is uncertain. These audits may result in the assessment of additional taxes that are subsequently resolved with authorities or potentially through the courts. Refer to Note 14.

Risk Management Programs

The Company has numerous global insurance programs in place to help protect the Company from the risk of loss. In general, we are self-insured for large portions of many different types of claims; however, we do use commercial insurance above our self-insured retentions to reduce the Company's risk of catastrophic loss. Our reserves for the Company's self-insured losses are estimated through actuarial procedures of the insurance industry and by using industry assumptions, adjusted for our specific expectations based on our claim history. The Company's self-insurance reserves totaled $508 million and $527 million as of December 31, 2012 and 2011, respectively.

Workforce (Unaudited)

As of December 31, 2012, our Company had approximately 150,900 associates, of which approximately 68,300 associates were located in the United States. Our Company, through its divisions and subsidiaries, is a party to numerous collective bargaining agreements. As of December 31, 2012, approximately 17,900 associates in North America were covered by collective bargaining agreements. These agreements typically have terms of three to five years. We currently expect that we will be able to renegotiate such agreements on satisfactory terms when they expire. The Company believes that its relations with its associates are generally satisfactory.

Operating Leases

The following table summarizes our minimum lease payments under noncancelable operating leases with initial or remaining lease terms in excess of one year as of December 31, 2012 (in millions):

Years Ending December 31,	Operating Lease Payments
2013	$ 233
2014	162
2015	128
2016	101
2017	72
Thereafter	235
Total minimum operating lease payments[1]	$ 931

[1] Income associated with sublease arrangements is not significant.

NOTE 12: STOCK COMPENSATION PLANS

Our Company grants stock options and restricted stock awards to certain employees of the Company. Total stock-based compensation expense was $259 million, $354 million and $380 million in 2012, 2011 and 2010, respectively, and was included as a component of selling, general and administrative expenses in our consolidated statements of income. The total income tax benefit recognized in our consolidated statements of income related to stock-based compensation arrangements was $72 million, $99 million and $110 million in 2012, 2011 and 2010, respectively.

As of December 31, 2012, we had $467 million of total unrecognized compensation cost related to nonvested stock-based compensation arrangements granted under our plans. This cost is expected to be recognized over a weighted-average period of 1.8 years as stock-based compensation expense. This expected cost does not include the impact of any future stock-based compensation awards.

On July 27, 2012, the Company's certificate of incorporation was amended to increase the number of authorized shares of common stock from 5.6 billion to 11.2 billion and effect a two-for-one stock split of the common stock. The record date for the stock split was July 27, 2012, and the additional shares were distributed on August 10, 2012. Each shareowner of record on the close of business on the record date received one additional share of common stock for each share held. All share and per share data presented herein reflect the impact of the increase in authorized shares and the stock split, as appropriate.

As a result of our acquisition of CCE's former North America business, the Company assumed certain stock-based compensation plans previously sponsored by CCE. Shares from these plans remain available for future grant to current employees who were employees of CCE or its subsidiaries prior to the acquisition or who are hired by the Company or its subsidiaries following the acquisition. The assumed Coca-Cola Enterprises Inc. 2001 Stock Option Plan, Coca-Cola Enterprises Inc. 2004 Stock Award Plan and Coca-Cola Enterprises Inc. 2007 Incentive Award Plan previously sponsored by CCE have approximately 29 million shares available for grant after conversion of CCE common stock into our common stock. The Company has not granted any equity awards from the assumed plans.

Stock Option Plans

The fair value of our stock option grants is amortized over the vesting period, generally four years. The fair value of each option award is estimated on the grant date using a Black-Scholes-Merton option-pricing model. The weighted-average fair value of options granted during the past three years and the weighted-average assumptions used in the Black-Scholes-Merton option-pricing model for such grants were as follows:

	2012	2011	2010
		As Adjusted	
Fair value of options at grant date	**$ 3.80**	$ 4.64	$ 4.70
Dividend yield[1]	**2.7%**	2.7%	2.9%
Expected volatility[2]	**18.0%**	19.0%	20.0%
Risk-free interest rate[3]	**1.0%**	2.3%	3.0%
Expected term of the option[4]	**5 years**	5 years	6 years

[1] The dividend yield is the calculated yield on the Company's stock at the time of the grant.

[2] Expected volatility is based on implied volatilities from traded options on the Company's stock, historical volatility of the Company's stock and other factors.

[3] The risk-free interest rate for the period matching the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

[4] The expected term of the option represents the period of time that options granted are expected to be outstanding and is derived by analyzing historic exercise behavior.

Generally, stock options granted from 1999 through July 2003 expire 15 years from the date of grant and stock options granted in December 2003 and thereafter expire 10 years from the date of grant. The shares of common stock to be issued, transferred and/or sold under the stock option plans are made available from authorized and unissued Company common stock or from the Company's treasury shares. In 2007, the Company began issuing common stock under these plans from the Company's treasury shares. The Company had the following active stock option plans as of December 31, 2012:

- The Coca-Cola Company 1999 Stock Option Plan (the "1999 Option Plan") was approved by shareowners in April 1999. Under the 1999 Option Plan, a maximum of 240 million shares of our common stock was approved to be issued or transferred, through the grant of stock options, to certain officers and employees.
- The Coca-Cola Company 2002 Stock Option Plan (the "2002 Option Plan") was approved by shareowners in April 2002. An amendment to the 2002 Option Plan which permitted the issuance of stock appreciation rights was approved by shareowners in April 2003. Under the 2002 Option Plan, a maximum of 240 million shares of our common stock was approved to be issued or transferred, through the grant of stock options or stock appreciation rights, to certain officers and employees. No stock appreciation rights have been issued under the 2002 Option Plan as of December 31, 2012.
- The Coca-Cola Company 2008 Stock Option Plan (the "2008 Option Plan") was approved by shareowners in April 2008. Under the 2008 Option Plan, a maximum of 280 million shares of our common stock was approved to be issued or transferred to certain officers and employees pursuant to stock options granted under the 2008 Option Plan.

As of December 31, 2012, there were 132 million shares available to be granted under the stock option plans discussed above. Options to purchase common stock under all of these plans have generally been granted at the fair market value of the Company's stock at the date of grant.

Stock option activity for all stock option plans for the year ended December 31, 2012, was as follows:

	Shares (In millions)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value (In millions)
Outstanding on January 1, 2012 — As Adjusted	323	$ 25.62		
Granted	53	34.40		
Exercised	(61)	24.43		
Forfeited/expired	(6)	30.01		
Outstanding on December 31, 2012[1]	309	$ 27.27	5.82 years	$ 2,777
Expected to vest at December 31, 2012	305	$ 27.20	5.79 years	$ 2,765
Exercisable on December 31, 2012	194	$ 24.92	4.41 years	$ 2,200

[1] Includes 4 million stock option replacement awards in connection with our acquisition of CCE's former North America business in 2010. These options had a weighted-average exercise price of $18.32, and generally vest over 3 years and expire 10 years from the original date of grant.

The total intrinsic value of the options exercised was $780 million, $631 million and $524 million in 2012, 2011 and 2010, respectively. The total shares exercised were 61 million, 65 million and 73 million in 2012, 2011 and 2010, respectively.

Restricted Stock Award Plans

Under The Coca-Cola Company 1989 Restricted Stock Award Plan and The Coca-Cola Company 1983 Restricted Stock Award Plan (the ''Restricted Stock Award Plans''), 80 million and 48 million shares of restricted common stock, respectively, were originally available to be granted to certain officers and key employees of our Company. As of December 31, 2012, 32 million shares remain available for grant under the Restricted Stock Award Plans. The Company issues restricted stock to employees as a result of performance share unit awards, time-based awards and performance-based awards.

For awards prior to January 1, 2008, under the 1983 Restricted Stock Award Plan, participants are reimbursed by our Company for income taxes imposed on the award, but not for taxes generated by the reimbursement payment. The 1983 Restricted Stock Award Plan has been amended to eliminate this tax reimbursement for awards after January 1, 2008. The shares are subject to certain transfer restrictions and may be forfeited if a participant leaves our Company for reasons other than retirement, disability or death, absent a change in control of our Company.

Performance Share Unit Awards

In 2003, the Company established a program to grant performance share units under The Coca-Cola Company 1989 Restricted Stock Award Plan to executives. In 2008, the Company expanded the program to award a mix of stock options and performance share units to eligible employees in addition to executives. The number of shares earned is determined at the end of each performance period, generally three years, based on the actual performance criteria predetermined by the Board of Directors at the time of grant. If the performance criteria are met, the award results in a grant of restricted stock or restricted stock units, which are then generally subject to a holding period in order for the restricted stock to be released. For performance share units granted before 2008, this holding period is generally two years. For performance share units granted in 2008 and after, this holding period is generally one year. Restrictions on such stock generally lapse at the end of the holding period. Performance share units generally do not pay dividends or allow voting rights during the performance period. For awards granted prior to 2011, participants generally receive dividends or dividend equivalents once the performance criteria have been certified and the restricted stock or restricted stock units have been issued. For awards granted in 2011 and later, participants generally receive dividends or dividend equivalents once the shares have been released. Accordingly, the fair value of the performance share units is the quoted market value of the Company stock on the grant date less the present value of the expected dividends not received during the relevant period. In the period it becomes probable that the minimum performance criteria specified in the plan will be achieved, we recognize expense for the proportionate share of the total fair value of the performance share units related to the vesting period that has already lapsed. The remaining cost of the grant is expensed on a straight-line basis over the balance of the vesting period. In the event the Company determines it is no longer probable that we will achieve the minimum performance criteria specified in the plan, we reverse all of the previously recognized compensation expense in the period such a determination is made.

Performance share units under The Coca-Cola Company 1989 Restricted Stock Award Plan require achievement of certain financial measures, primarily compound annual growth in earnings per share or economic profit. These financial measures are adjusted for certain items approved and certified by the Audit Committee of the Board of Directors. The purpose of these adjustments is to ensure a consistent year to year comparison of the specific performance criteria. Economic profit is our net operating profit after tax less the cost of the capital used in our business. In the event the financial results equal the predefined target, the Company will grant the number of restricted shares equal to the target award in the underlying performance share unit agreements. In the event the financial results exceed the predefined target, additional shares up to the maximum award may be granted. In the event the financial results fall below the predefined target, a reduced number of shares may be granted. If the financial results fall below the threshold award performance level, no shares will be granted. Performance share units are generally settled in stock, except for certain circumstances such as death or disability, where former employees or their beneficiaries are provided a cash equivalent payment. As of December 31, 2012, performance share units of 5,105,000, 5,655,000 and 6,824,000 were outstanding for the 2010–2012, 2011–2013 and 2012–2014 performance periods, respectively, based on the target award amounts in the performance share unit agreements.

The following table summarizes information about performance share units based on the target award amounts in the performance share unit agreements:

	Share Units (In thousands)	Weighted-Average Grant-Date Fair Value
Outstanding on January 1, 2012 — As Adjusted	11,366	$ 25.41
Granted	7,034	29.95
Paid in cash equivalent	(16)	27.30
Canceled/forfeited	(800)	27.71
Outstanding on December 31, 2012[1]	17,584	$ 28.01

[1] The outstanding performance share units as of December 31, 2012, at the threshold award and maximum award levels were 8.8 million and 26.4 million, respectively.

The weighted-average grant date fair value of performance share units granted was $29.95 in 2012, $25.58 in 2011 and $25.17 in 2010. The Company converted performance share units of 16,267 in 2012, 19,462 in 2011 and 27,650 in 2010 to cash equivalent payments of $0.6 million, $0.7 million and $0.7 million, respectively, to former executives who were ineligible for restricted stock grants due to certain events such as death, disability or termination.

The following table summarizes information about the conversions of performance share units to restricted stock and restricted stock units:

	Share Units (In thousands)	Weighted-Average Grant-Date Fair Value[1]
Nonvested on January 1, 2012 — As Adjusted[2]	4,444	$ 26.53
Vested and released	(4,302)	26.53
Canceled/forfeited	(44)	26.54
Nonvested on December 31, 2012[2]	98	$ 26.54

[1] The weighted-average grant-date fair value is based on the fair values of the performance share units granted.

[2] The nonvested shares as of January 1, 2012, and December 31, 2012, are presented at the performance share units certified award amount.

The total intrinsic value of restricted shares that were vested and released was $148 million, $72 million and $58 million in 2012, 2011 and 2010, respectively. The total restricted share units vested and released in 2012 were 4,301,732 at the certified award amount. In 2011 and 2010, the total restricted share units vested and released were 2,084,912 and 1,850,466, respectively.

Replacement performance share unit awards issued by the Company in connection with our acquisition of CCE's former North America business are not included in the tables or discussions above and were originally granted under the Coca-Cola Enterprises Inc. 2007 Incentive Award Plan. Refer to Note 2. These awards were converted into equivalent share units of the Company's common stock on the acquisition date and entitle the participant to dividend equivalents (which vest, in some cases, only if the restricted share units vest), but not the right to vote. Accordingly, the fair value of these units was the quoted value of the Company's stock at the grant date. The number of shares earned is determined at the end of each performance period, generally one to three years, based on the actual performance criteria predetermined at the time of grant. These performance share units require achievement of certain financial measures, primarily compound annual growth in earnings per share, as adjusted for certain items detailed in the plan documents. In the event the financial results exceed the predefined targets, additional shares up to a maximum of 200 percent of target may be granted. In the event the financial results fall below the predefined targets, a reduced number of shares may be granted. If the financial results fall below the minimum award performance level, no shares will be granted.

On the acquisition date, the Company issued 3.3 million replacement performance share unit awards at target with a weighted average grant-date price of $29.56 per share unit for the 2008–2010, 2009 and 2010 performance periods. The 2008–2010 and the 2010 performance period awards were projected to pay out at 200 percent on the acquisition date and were certified as such in February 2011. The 2009 award was already certified at 200 percent prior to the acquisition date. In accordance with accounting principles generally accepted in the United States, the portion of the fair value of the replacement awards related to services provided prior to the business combination was included in the total purchase price. Refer to Note 2. The portion of the fair value associated with future service is recognized as expense over the future service period. However, in the fourth quarter of 2010, the Company modified primarily all of these performance awards to eliminate the remaining holding period after December 31, 2010, which resulted in $74 million of accelerated expense included in the total stock-based compensation expense above. As a result of this modification, the Company released 2.8 million shares at the 200 percent payout for the 2009 performance period award during the fourth quarter of 2010. The intrinsic value of the release of these shares was $91 million. During 2011, the Company released 3.1 million shares at the 200 percent payout with an intrinsic value of $98 million, primarily related to the 2008–2010 and 2010 performance periods. During 2012, the Company released 0.6 million shares at the 200 percent payout with an intrinsic value of $22 million, primarily related to the 2009 performance period. As of December 31, 2012, the Company had 0.1 million outstanding replacement performance share units related to the 2009 performance period. The remaining shares are scheduled for release during the second quarter of 2013.

Time-Based and Performance-Based Restricted Stock and Restricted Stock Unit Awards

The Coca-Cola Company 1989 Restricted Stock Award Plan allows for the grant of time-based and performance-based restricted stock and restricted stock units. The performance-based restricted awards are released only upon the achievement of specific measurable performance criteria. These awards pay dividends during the performance period. The majority of awards have specific performance targets for achievement. If the performance targets are not met, the awards will be canceled. In the period it becomes probable that the performance criteria will be achieved, we recognize expense for the proportionate share of the total fair value of the grant related to the vesting period that has already lapsed. The remaining cost of the grant is expensed on a straight-line basis over the balance of the vesting period.

For time-based and performance-based restricted stock awards, participants are entitled to vote and receive dividends on the restricted shares. The Company also awards time-based and performance-based restricted stock units for which participants may receive payments of dividend equivalents but are not entitled to vote. As of December 31, 2012, the Company had outstanding nonvested time-based and performance-based restricted stock awards, including restricted stock units, of 774,000 and 92,000, respectively. Time-based and performance-based restricted awards were not significant to our consolidated financial statements.

In 2010, the Company issued time-based restricted stock unit replacement awards in connection with our acquisition of CCE's former North America business. Refer to Note 2. These awards were converted into equivalent shares of the Company's common stock. These restricted share awards entitle the participant to dividend equivalents (which vest, in some cases, only if the restricted share unit vests), but not the right to vote. As of December 31, 2012, the Company had 65,000 outstanding nonvested time-based restricted stock replacement awards, including restricted stock units. These time-based restricted awards were not significant to our consolidated financial statements.

NOTE 13: PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Our Company sponsors and/or contributes to pension and postretirement health care and life insurance benefit plans covering substantially all U.S. employees. We also sponsor nonqualified, unfunded defined benefit pension plans for certain associates. In addition, our Company and its subsidiaries have various pension plans and other forms of postretirement arrangements outside the United States.

Effective January 1, 2012, the Company elected to change our accounting methodology for determining the market-related value of assets for our U.S. qualified defined benefit pension plans. This change in accounting methodology has been applied retrospectively, and we have adjusted all applicable prior period financial information presented herein as required. Refer to Note 1 for further information related to this change and the impact it had on our consolidated financial statements.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides a detailed description of our executive compensation philosophy and programs, the compensation decisions the Compensation Committee has made under those programs and the factors considered in making those decisions. This Compensation Discussion and Analysis focuses on the compensation of our Named Executive Officers for 2012, who were:

Name	Title
Muhtar Kent	Chairman of the Board and Chief Executive Officer
Gary P. Fayard	Executive Vice President and Chief Financial Officer
Ahmet C. Bozer	Executive Vice President of the Company and President, Coca-Cola International (President, Eurasia and Africa Group in 2012)
Steven A. Cahillane	Executive Vice President of the Company and President, Coca-Cola Americas (President and Chief Executive Officer of Coca-Cola Refreshments USA, Inc. in 2012)
José Octavio Reyes	Vice Chairman, The Coca-Cola Export Corporation (President, Latin America Group in 2012)

Pay for Performance Analysis

This section illustrates the relationship between pay and how the Company measures performance, provides additional detail on the rationale for Mr. Kent's pay and describes recent Compensation Committee actions.

How Pay is Tied to Company Performance

Our compensation programs are designed to reward employees for producing sustainable growth consistent with the Company's 2020 Vision, to attract and retain world-class talent and to align compensation with the long-term interests of our shareowners. The Compensation Committee strongly believes that executive compensation — both pay opportunities and pay actually realized — should be tied to Company performance.

The Compensation Committee views performance in two primary ways:

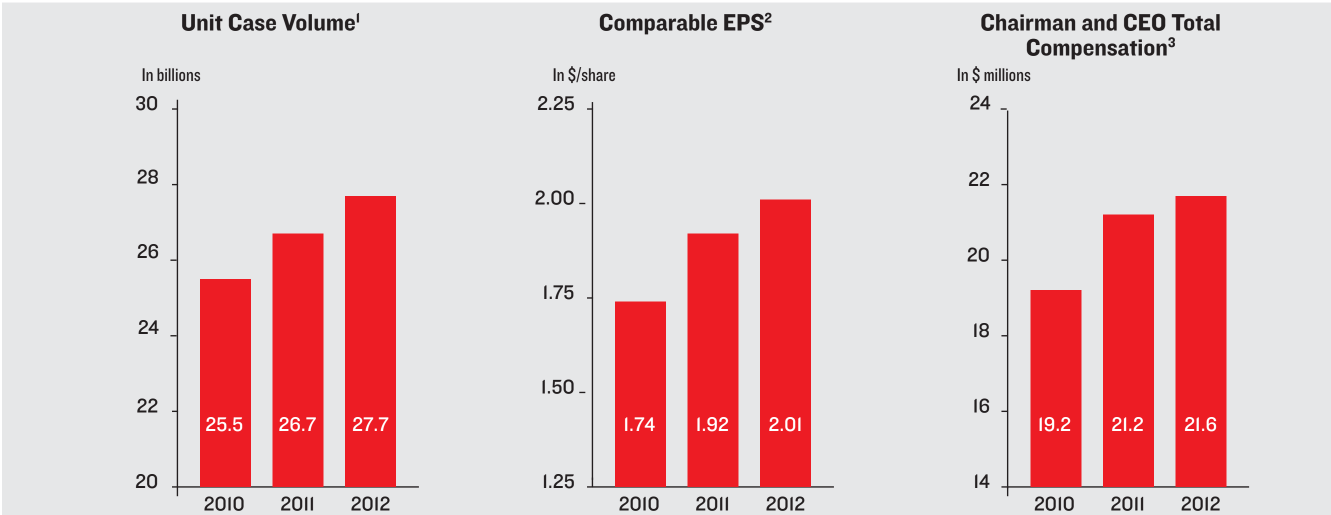
- the Company's operating performance, including results against our long-term growth targets; and
- return to shareowners over time, both on an absolute basis and relative to other companies, including the S&P 500 companies and our compensation comparator group (see page 60).

Operating Performance

In a year marked by continued uncertainty in the global economy, the Company delivered solid volume, revenue and profit growth, and realized further global volume and value share gains in nonalcoholic ready-to-drink beverages. Additional 2012 Company operating performance highlights included:

- Meeting our long-term volume, revenue and profit targets for the full year, an accomplishment we have met or exceeded every year since we announced our 2020 Vision in late 2009.
- Strong full-year global volume growth of 4%, in line with our long-term growth target and led by brand Coca-Cola, up 3% for the full year.
- Full-year reported net revenues grew 3% and comparable currency neutral net revenues grew 6%, in line with our long-term growth target.
- Full-year reported and comparable currency neutral operating income both grew 6%, in line with our long-term growth target.
- Full-year reported earnings per share ("EPS") was $1.97, up 6%, and comparable EPS was $2.01, up 5%.
- Full-year cash from operations was up 12%.

The following illustrates the three-year directional relationship between Company performance, based on two of our key operating metrics, and the compensation (as defined below) of our Chairman and Chief Executive Officer. These key metrics, unit case volume and comparable earnings per share, were chosen because we believe they correlate to long-term shareowner value.



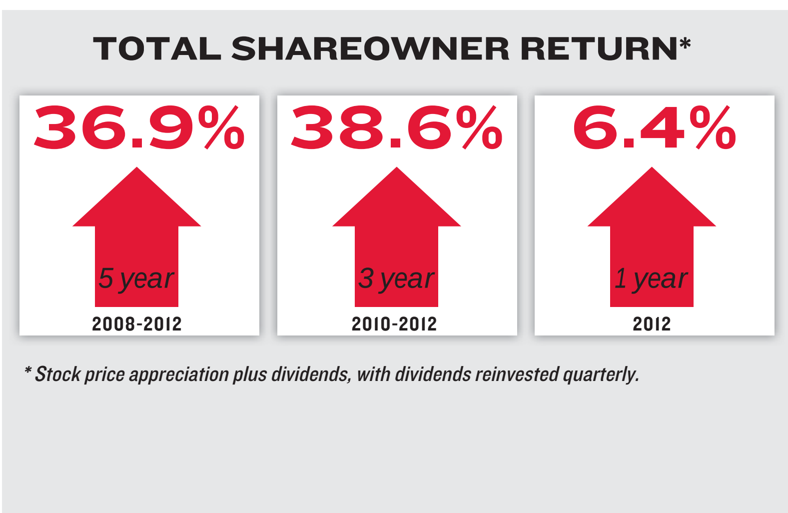
1 *2012 does not include Beverage Partners Worldwide ("BPW") unit case volume for those countries in which BPW was phased out in 2012, nor does it include unit case volume of products distributed in the U.S. under a sublicense from a subsidiary of Nestlé S.A. ("Nestlé") which terminated at the end of 2012. In addition, the Company removed BPW and Nestlé licensed unit case volume from the base year when calculating 2012 versus 2011 volume growth rates.*

2 *Reflects the Company's two-for-one stock split effected on July 27, 2012. Comparable EPS differs from what is reported under accounting principles generally accepted in the U.S. ("GAAP"). See Annex A for a reconciliation of non-GAAP financial measures to our results as reported under GAAP.*

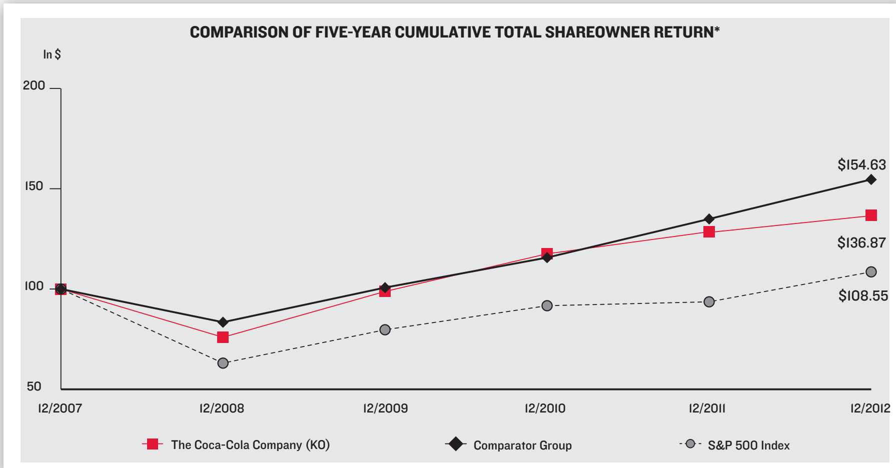
3 *Total compensation for Mr. Kent in each of 2010, 2011 and 2012, as reported in the 2012 Summary Compensation Table on page 65, excluding "change in pension value and nonqualified deferred compensation earnings". We believe it is appropriate to exclude this component when analyzing the relationship between pay and performance because there are no enhanced or special pension plans for the Named Executive Officers and change in pension value is subject to many variables, such as external interest rates, that are not related to Company performance.*

Return to Shareowners

The Company has consistently returned significant value to shareowners over the last one, three and five years, based on total shareowner return. In addition, the Company has a long history of increasing dividends and conducting share repurchases, which continued in 2012.



The following chart shows how a $100 investment in the Company's Common Stock on December 31, 2007 would have grown to $137 on December 31, 2012, with dividends reinvested quarterly. The chart also compares the total shareowner return on the Company's Common Stock to the same investment in the S&P 500 Index and the Company's 2012 compensation comparator group (see page 60) over the same period, with dividends reinvested quarterly.



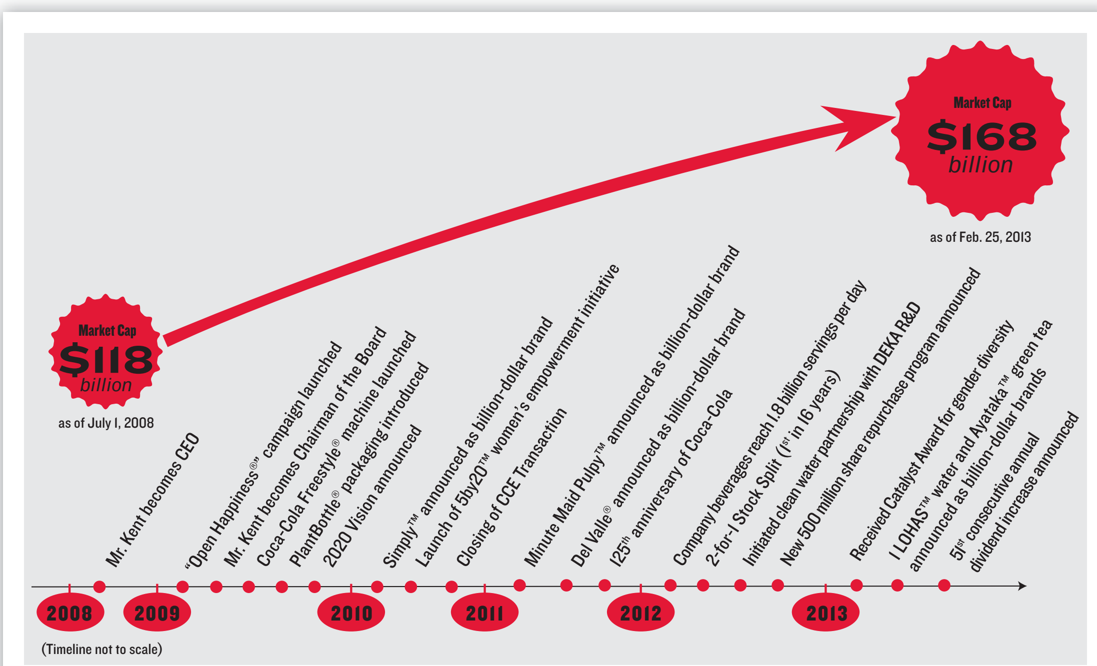
* *Source: Standard & Poor's Research Insight. Includes the Company's new 2012 comparator group (see page 60) for the five-year period whether or not a company was included in the group for the entire period. For foreign companies included in the comparator group, market value has been converted to U.S. dollars and excludes the impact of currency. Market returns are weighted by relative market capitalization and are adjusted for spin-offs and other special dividends/stock splits, including the Company's two-for-one stock split effected on July 27, 2012.*

Understanding the Chairman and Chief Executive Officer's Pay

This section provides additional detail on the rationale for Mr. Kent's pay, the pay he has realized and the amounts included in the 2012 Summary Compensation Table.

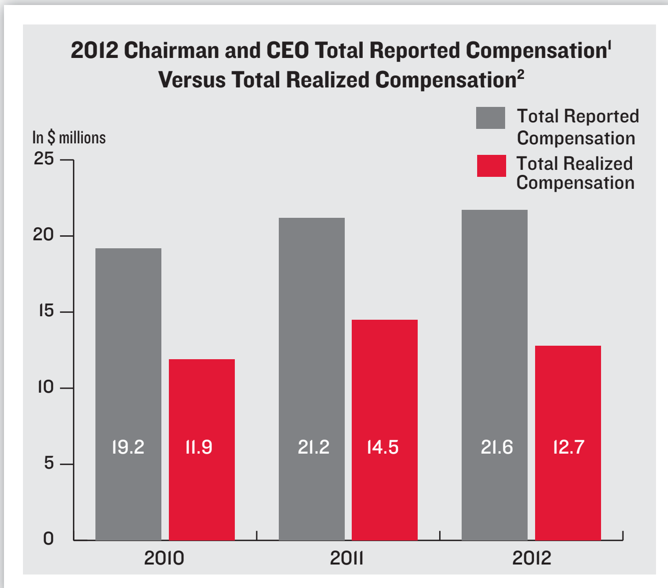
Mr. Kent's Accomplishments as Chief Executive Officer

Under the leadership of Mr. Kent, who became Chief Executive Officer in July 2008 and Chairman of the Board in April 2009, the Company has performed very well and delivered significant value to shareowners. In addition, the Compensation Committee believes that Mr. Kent's strategic vision and focus on long-term sustainable growth has laid a solid foundation for future growth. The Compensation Committee believes that Mr. Kent's leadership has directly contributed to the Company's strong performance over the last several years and should be appropriately rewarded.



Reported Compensation Versus Pay Actually Realized

The accompanying graph illustrates the difference between reported compensation in the 2012 Summary Compensation Table (excluding "change in pension value and nonqualified deferred compensation earnings") and the pay actually realized by our Chairman and Chief Executive Officer in 2010, 2011 and 2012. We believe this supplemental information is important since the vast majority of reported compensation is an incentive for future performance and realizable only if the Company meets or exceeds the applicable performance measures. As can be seen, the value actually realized differs significantly from the amounts shown in the 2012 Summary Compensation Table.



1 *Total reported compensation is defined as total compensation as reported in the 2012 Summary Compensation Table, excluding "change in pension value and nonqualified deferred compensation earnings". We believe it is appropriate to exclude this component when analyzing the relationship between pay and performance because there are no enhanced or special pension plans for Mr. Kent and change in pension value is subject to many variables, such as external interest rates, that are not related to Company performance.*

2 *Total realized compensation is defined as salary, non-equity incentive plan compensation and all other compensation as reported in the 2012 Summary Compensation Table, plus stock options exercised or stock awards vested in such year, if any. Stock awards vested includes amounts related to the release or vesting of performance-based stock awards granted to Mr. Kent in prior years, as reported in the Option Exercises and Stock Vested table for the applicable year. Other than shares withheld for taxes, Mr. Kent has not sold any shares received from these awards. In addition, Mr. Kent did not exercise any stock options during these periods.*

Recent Compensation Committee Actions

After considering the Company's operating performance and return to shareowners, Mr. Kent's strong leadership and individual accomplishments, and shareowner feedback (see page 52), the Compensation Committee took the following actions with respect to Mr. Kent's compensation:

- **Base Salary:** There was no change in Mr. Kent's base salary for 2013, following an increase in 2012. See pages 53 and 65.
- **Annual Incentive:** The amount awarded to Mr. Kent for 2012 was flat from the prior year. The amount awarded reflects his personal accomplishments and continued solid unit case volume and earnings per share growth in 2012, despite a very challenging global economic environment. See pages 54 and 65.
- **Long-Term Equity Compensation:** The total reported amount for 2012 (Stock Awards plus Option Awards) was essentially flat from the prior year. Performance-based long-term equity compensation represents the majority of Mr. Kent's pay, as the Compensation Committee believes this element is directly aligned with the interests of our shareowners and most closely linked to accomplishing the Company's 2020 Vision. The amount awarded reflects the Compensation Committee's continued confidence in Mr. Kent's strategic vision and leadership. See page 56 and 65.

In February 2013, the Compensation Committee also approved a new share retention policy for the Company's executive officers. See page 62.

Say on Pay Results and Shareowner Outreach

At the 2012 Annual Meeting of Shareowners, over 97% of the votes cast were in favor of the advisory vote to approve executive compensation. The Compensation Committee considered this favorable outcome and believed it conveyed our shareowners' support of the Compensation Committee's decisions and the existing executive compensation programs. Consistent with this support, the Compensation Committee decided to retain the core design of our executive compensation programs in the remainder of 2012 and in 2013, as it believes the programs continue to attract, retain and appropriately incent senior management.

As part of our long-standing shareowner outreach program (see page 38), we interact with shareowners on a number of matters throughout the year, including executive compensation. The Compensation Committee carefully considers this feedback and also routinely reviews executive compensation practices.

At the 2013 Annual Meeting of Shareowners, we will again hold an annual advisory vote to approve executive compensation (see page 93). The Compensation Committee will continue to consider the results from this year's and future advisory votes on executive compensation, as well as feedback from shareowners throughout the course of such year.

Summary of Executive Compensation Practices

Below we summarize certain executive compensation practices, both the practices we have implemented to drive performance and the practices we have not implemented because we do not believe they would serve our shareowners' long-term interests.

What We Do

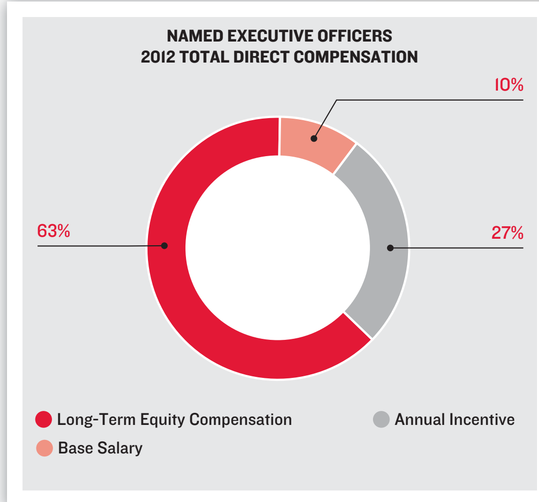
- ✔ Pay for Performance (page 48)
- ✔ Mitigate Undue Risk in Compensation Programs (page 59)
- ✔ Include Double-Trigger Change in Control Provisions for Stock Option and Stock Awards (page 79)
- ✔ Include Holding Periods on PSUs (page 57)
- ✔ Review Tally Sheets when Making Executive Compensation Decisions (page 60)
- ✔ Provide Modest Perquisites with Sound Business Rationale (page 58)
- ✔ Adopted Stringent Share Ownership Guidelines and a New Share Retention Policy (pages 61 and 62)
- ✔ Prohibit Hedging Transactions and Short Sales by Executive Officers or Directors (page 62)
- ✔ Discourage Pledging of Company Stock and Require Executive Officers and Directors to Obtain Pre-approval (page 62)
- ✔ Mitigate Potential Dilutive Effect of Equity Awards through Robust Share Repurchase Program (page 56)
- ✔ Utilize an Independent Compensation Consulting Firm which Provides No Other Services to the Company (page 61)
- ✔ Provide Reasonable Post-Employment/Change in Control Provisions (page 77)

What We Don't Do

- ✘ No Employment Contracts (unless required by law)
- ✘ No Dividends or Dividend Equivalents on Unearned PSUs
- ✘ No Repricing Underwater Stock Options
- ✘ No Tax Gross-Ups for Personal Aircraft Use or Financial Planning
- ✘ No Inclusion of the Value of Equity Awards in Pension or Severance Calculations
- ✘ No Separate Change in Control Agreements
- ✘ No Excise Tax Gross-Ups Upon Change in Control

What We Pay and Why: Elements of Compensation

We have three elements of total direct compensation: base salary, annual incentive and long-term equity compensation. As illustrated in the accompanying chart, in 2012, 90% of the reported Named Executive Officers' total direct compensation was performance-based and not guaranteed and 63% was in the form of long-term equity compensation.



Base Salary

We pay base salaries to attract talented executives and to provide a fixed base of cash compensation. We assign a job grade to each salaried position in the Company, including the Named Executive Officers. The salary range for each Named Executive Officer was informed by a survey of our comparator group's pay practices for the various jobs within the job grade. These ranges are used as guidelines in determining individual salaries, but there is no targeted amount in the range.

Base salaries for the Named Executive Officers are individually determined by the Compensation Committee within the appropriate salary range after consideration of:

- breadth, scope and complexity of the role;
- fairness (employees with similar responsibilities, experience and historical performance are rewarded comparably);
- current compensation; and
- individual performance.

We do not set the base salary of any employee, including any Named Executive Officer, at a certain multiple of the salary of another employee.

There are three situations that may warrant an adjustment to base salary:

1. Annual Merit Increases. All employees' base salaries are reviewed annually for possible merit increases, but merit increases are not automatic or guaranteed. Any adjustments take into account the individual's performance, responsibilities and experience, as well as fairness and external market practices. The increases for senior executives generally are based on a pre-established budget approved by the Compensation Committee.

Merit increases for the Named Executive Officers were approved in February 2012 and effective April 1, 2012. The Compensation Committee increased Mr. Kent's base salary to $1,600,000. The Compensation Committee believed this base salary increase was appropriate in light of the growth in size and complexity of the Company following the successful acquisition and continued integration of Coca-Cola Enterprises Inc.'s ("CCE") former North America business (the "CCE Transaction") and Mr. Kent's continued contribution to the Company's achievements and his strong leadership.

The merit increases for the other Named Executive Officers in 2012 were as follows:

- Mr. Fayard received a 4% increase;
- Mr. Bozer received a 3% increase;
- Mr. Cahillane received a 3% increase; and
- Mr. Reyes received a 4% increase.

The Compensation Committee believed the increases in base salary of the other Named Executive Officers were appropriate based on the Company's strong performance and each executive's individual achievements in 2011.

In February 2013, the Compensation Committee made no change to Mr. Kent's base salary. The Compensation Committee determined that Mr. Kent's base pay was competitive from a market perspective, and in light of his continued strong performance, decided to focus on long-term performance based awards. Mr. Fayard received a 3.5% base salary increase and Mr. Reyes' base salary remained unchanged. Changes to the base salary of Messrs. Bozer and Cahillane are described below.

2. Promotions or Changes in Role. Base salary may be increased to recognize additional responsibilities resulting from a change in an employee's role or a promotion to a new position. Increases are not guaranteed for a promotion or change in role. No such increases were awarded to Named Executive Officers in 2012.

Effective January 1, 2013, Mr. Bozer was appointed President, Coca-Cola International and Mr. Cahillane was appointed President, Coca-Cola Americas. Effective April 1, 2013, Messrs. Bozer and Cahillane received increases in base salary of approximately 11.7% and 4.2%, respectively, as a result of their new positions, strong leadership and individual accomplishments.

3. Market Adjustments. A market adjustment is awarded to an individual who is performing successfully when we recognize a significant gap between the market data and the individual's base salary. No Named Executive Officer received a market adjustment in 2012.

Annual Incentive

We pay annual incentives to drive the achievement of key business results and to recognize individuals based on their contributions to those results. Annual incentives are determined under the Performance Incentive Plan of The Coca-Cola Company (the "Performance Incentive Plan"). In 2012, approximately 14,500 employees participated in the Performance Incentive Plan.

In 2012, the following formula was used to calculate the maximum payment that may be awarded to a Named Executive Officer.

Base Salary X Base Salary Factor X Business Performance Factor (0 – 300%)

Once the maximum is determined pursuant to the formula, the quantitative and qualitative factors described below are used by the Compensation Committee to determine where within the range of potential payments (from $0 to the maximum) the actual award should fall.

Summary of Payments

The following table shows how the formula was applied and the actual amounts awarded for 2012.

Name	Base Salary (12/31/2012)	X	Base Salary Factor	X	Business Performance Factor	=	Maximum Payment Based on 2012 Performance	Range of Potential Payments Based on 2012 Performance	Actual Award for 2012 Performance
Mr. Kent	$ 1,600,000	X	200%	X	300%	=	$ 9,600,000	$ 0 - 9,600,000	$ 6,000,000
Mr. Fayard	822,682	X	125%	X	300%	=	3,085,058	0 - 3,085,058	1,804,000
Mr. Bozer[1]	626,652	X	125%	X	236%	=	1,848,623	0 - 1,848,623	1,263,000
Mr. Cahillane[2]	791,813	X	125%	X	211%	=	2,088,407	0 - 2,088,407	1,273,000
Mr. Reyes[3]	673,826	X	125%	X	238%	=	2,004,632	0 - 2,004,632	1,545,000

1 *For Mr. Bozer, the business performance factor was weighted 50% for overall Company performance (at 300%) and 50% for Eurasia and Africa Group performance (at 171.3%).*

2 *For Mr. Cahillane, the business performance factor was weighted 50% for overall Company performance (at 300%) and 50% for North America Group performance (at 121.3%).*

3 *For Mr. Reyes, the business performance factor was weighted 50% for overall Company performance (at 300%) and 50% for Latin America Group performance (at 175.0%).*

Calculating the Business Performance Factor

For Messrs. Kent and Fayard, the business performance factor consisted of:

- 50% for overall Company unit case volume growth; and
- 50% for overall Company comparable currency neutral earnings per share growth.

For Messrs. Bozer and Reyes, who had responsibility in 2012 for the Company's Eurasia and Africa Group and Latin America Group, respectively, the business performance factor consisted of:

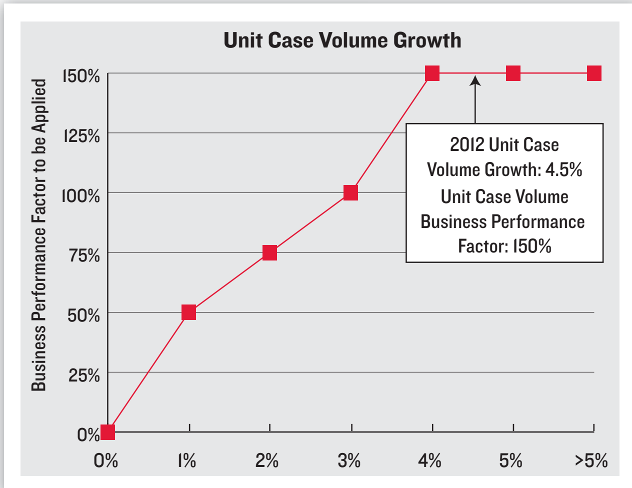
- 50% for overall Company performance as described above; and
- 50% for the performance of their respective operating group, measured by unit case volume growth and profit before tax growth, each weighted equally.

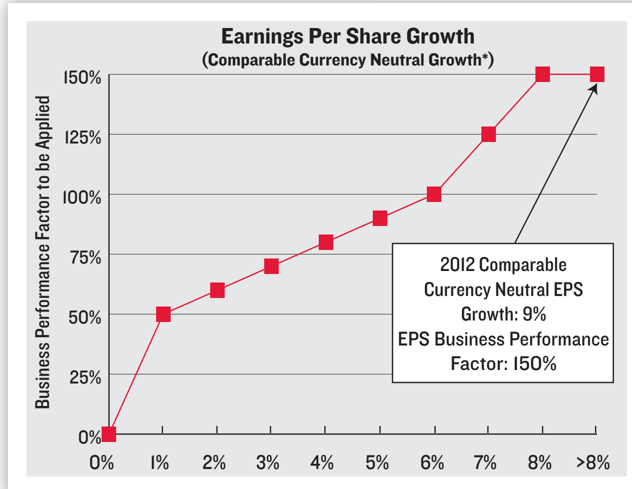
For Mr. Cahillane, the President and Chief Executive Officer of Coca-Cola Refreshments USA, Inc. ("CCR") in 2012, the business performance factor consisted of:

- 50% for overall Company performance as described above; and
- 50% for the performance of the North America Group, measured by volume share growth (20%), net revenue growth (40%) and profit before tax growth (40%).

These performance measures were selected because they contribute to achievement of the goals set forth in the 2020 Vision and together contribute to sustainable growth and improved productivity.

The targets used to determine the business performance factor for the 2012 plan year were set in February 2012. The overall Company targets and results for 2012 were as follows:





Unit Case Volume Business Performance Factor	150%
Comparable Currency Neutral Earnings Per Share Business Performance Factor	150%
TOTAL	**300%**

* *Comparable currency neutral earnings per share growth is calculated after adjusting for the impact of currency and certain other nonrecurring items affecting comparability. Comparable currency neutral earnings per share, therefore, differs from reported earnings per share, which was $1.97 in 2012. The primary differences between comparable currency neutral earnings per share and earnings per share as reported under GAAP were the impact of currency, asset impairments/restructuring, productivity and reinvestment programs and certain tax matters. We believe using comparable currency neutral earnings per share is appropriate because it ensures a more consistent comparison against the prior year.*

The specific targets for the Eurasia and Africa Group, the North America Group and the Latin America Group are not disclosed because they relate to business operations in specific geographies and disclosure would result in competitive harm. These targets are designed to be challenging but achievable and consistent with our 2020 Vision. The total combined business performance factor for these groups is disclosed in the Summary of Payments table on page 54.

Quantitative and Qualitative Factors

In setting the amount of each Named Executive Officer's actual award within the range determined by the formula, the Compensation Committee considered a number of quantitative and qualitative factors, including, but not limited to:

1. Progress toward goals in the 2020 Vision, including in the areas of people, planet, productivity, partners, portfolio and profit.
2. Strategic priorities:
   - volume and value share gains;
   - currency gains and losses;
   - total return to shareowners, representing share price appreciation and dividends;
   - impact of significant acquisitions and innovations;
   - internal equity and fairness;
   - acquisitions and divestitures;
   - productivity and reinvestment; and
   - sustainability.

In addition, the Compensation Committee considered the following individual accomplishments:

- *Mr. Kent:* In the third year of the 2020 Vision, Mr. Kent's strategic vision and operational leadership continued to deliver strong Company results in line with or exceeding long-term volume, revenue and profit growth targets. The year 2012 ended with record comparable revenue and operating income and record cash from operations. His effective leadership of the Company and the Coca-Cola system has resulted in volume and value share gains in nonalcoholic ready-to-drink beverages. His leadership and positive relationships continue to strengthen and align the Coca-Cola system. In 2012, the Company announced several significant bottler transactions around the world, setting the foundation to accelerate growth in countries such as Japan, the Philippines and Brazil. Mr. Kent led with integrity and continued to enhance the Company's reputation with external stakeholders. His focus on development of women leaders continued to make progress as evidenced by increases in women in the leadership pipeline. He championed various important sustainability initiatives, including a partnership with DEKA R&D to deliver millions of liters of clean drinking water to communities in need around the world and advancing the 5by20 women's empowerment initiative. As Chairman of the Board, Mr. Kent continued to lead an orderly Board succession process, ensuring effective transition of knowledge while focusing on increasing diversity on the Board.

- *Mr. Fayard:* Mr. Fayard made significant contributions to the Company's strong financial and operating performance in 2012 despite an uncertain global economy. Key achievements included several significant bottler transactions around the world announced in 2012, including the sale of a majority interest in our Philippines bottling operations, bottler-led consolidations in Brazil and Japan and the creation of the Myanmar bottling structure. Mr. Fayard was also instrumental in generating significant North American synergies despite continued commodity pressures.
- *Mr. Bozer:* Mr. Bozer, who led a very diverse geographic group in Eurasia and Africa, successfully grew profit, volume and share across most of his territory in 2012. Under his leadership, the key markets of India, Turkey, and Russia gained momentum. Mr. Bozer oversaw the closing of the Aujan transaction and integration, allowing the Company to assume leadership in the juice category in the Middle East market. Mr. Bozer has also successfully developed leadership in a number of markets.
- *Mr. Cahillane:* In a challenging environment in North America, Mr. Cahillane's leadership helped the Company grow volume, revenue, operating income and volume and value share in nonalcoholic ready-to-drink beverages in 2012. Under his leadership, the integration of the North America business continued to meet substantial synergy targets. In 2012, the acquisition of one U.S. bottler was completed. Mr. Cahillane took a leadership role in promoting the cola category and leading efforts against discriminatory taxes. Mr. Cahillane's focus on hiring veterans in North America led to the Company exceeding its veterans' hiring plans.
- *Mr. Reyes:* 2012 was another strong year for Mr. Reyes as key volume, share, and profit targets for the Latin America Group were surpassed. Our Latin America business gained volume and value share in nonalcoholic ready-to-drink beverages in 2012, resulting in the eighth consecutive year of share gains. Mr. Reyes, who became Vice Chairman of The Coca-Cola Export Corporation effective January 1, 2013, successfully transitioned leadership of the Latin America Group and continues to be a role model in leadership development.

Long-Term Equity Compensation

General

We provide performance-based long-term equity compensation to our senior executives, including the Named Executive Officers, to directly tie the interests of these individuals to the interests of our shareowners. We also believe that long-term equity compensation is an important retention tool. In 2012, we granted long-term equity compensation to approximately 5,900 employees, including the Named Executive Officers. We mitigate the potential dilutive effect of granting long-term equity compensation through a robust share repurchase program. Additional details concerning our long-term equity compensation plans can be found beginning on page 79 and 86.

Value of Long-Term Equity Compensation Awarded

The Compensation Committee sets ranges for long-term equity compensation for each job grade at the senior executive levels. The ranges were informed by a survey of our comparator group's pay practices. The Compensation Committee does not target a specific percentile ranking against our comparator group.

The actual value of long-term equity compensation within such ranges awarded to each senior executive, including the Named Executive Officers, is individually determined, at the discretion of the Compensation Committee, after considering:

- skills, experience and time in role;
- potential; and
- individual and Company performance in the prior year.

In determining the value of long-term equity compensation awards to the Named Executive Officers in February 2012, the Compensation Committee took into consideration, among other things, the Company's strong operating performance, return to shareowners and progress toward the Company's 2020 Vision.

Mix of Equity Vehicles

The Company uses a mix of stock options and PSUs when making annual long-term equity awards. Once the value of the long-term equity compensation award is determined, the Compensation Committee grants approximately 60% of this value in stock options and 40% in PSUs. Due to differences in how the grant date fair value of option awards must be calculated for accounting purposes, the amounts reported in the Summary Compensation Table may not reflect the same proportion of stock options and PSUs.

The Compensation Committee believes this mix of equity vehicles strikes the appropriate balance between rewarding increases in the market value of our Common Stock (stock options) and the achievement of Company-specific performance measures (PSUs).

As noted above, we measure performance based on both internal operating measures and return to shareowners. Because both annual incentives and PSUs are earned based on Company-specific performance measures, we believe that granting a slightly higher percentage of long-term equity awards in the form of stock options is appropriate.

Stock Options

We believe that stock options are performance-based because their value is solely tied to the Company's stock price, which directly correlates to our shareowners' interests. We grant stock options for several reasons, including:

- declines in stock price following the grant of stock options have a negative impact on executive pay (i.e., when a stock option is "underwater" it has no value);
- feedback from employees has indicated that stock options are highly valued and are an important retention tool; and
- stock options that vest over time encourage executives to focus on the long term when making decisions to enhance shareowner value.

While we do not believe that stock options cause a focus on short-term stock price movements or lead to excessive risk-taking, our compensation policies include risk mitigation features (see page 59). We have stringent share ownership requirements (see page 61) to ensure that a significant portion of executive officers' net worth is in Company stock and therefore tied to long-term sustainable performance. In addition, as discussed on page 62, we adopted a new share retention policy which requires executive officers to retain at least 50% of the net shares obtained from the exercise of stock options for at least one additional year. Further, we do not, and have not, backdated or repriced options.

Performance Share Units (PSUs)

PSUs provide an opportunity for employees to receive Common Stock if a performance measure is met for a pre-defined performance period. No outstanding PSU awards provide for the payment of dividends or dividend equivalents during the performance period. Starting with the annual grant of PSUs in 2011, dividends or dividend equivalents were eliminated during the holding period. We currently have two types of PSU awards outstanding:

- Annual awards: We provide annual PSU awards (with three-year performance periods) to eligible employees, including the Named Executive Officers.
- 2020 Vision awards: In 2012, we adopted a separate PSU program for a limited number of employees which is directly tied to goals necessary to achieve the Company's 2020 Vision. No individuals who were Named Executive Officers in 2012 received such awards.

Since 2007, growth in economic profit has been chosen as the performance measure for the annual awards because it is an important measure of the Company's long-term strength and is historically correlated with stock price over time. Economic profit is net operating profit after tax less the cost of capital used in the business, after adjusting for the impact of structural changes that are significant to the Company as a whole, accounting changes and certain other nonrecurring items affecting comparability. A three-year performance period was selected to mirror our long-term business planning cycle. The following summarizes the performance measure used since 2007 and the status of the annual PSU programs.

Performance Period	Performance Measure	Threshold, Target and Maximum Performance Levels[1]	Status
2008-2010[2]	Compound annual growth in economic profit	Threshold = 6.5% Target = 9% Maximum = 11%	Results were certified in February 2011. Results were above target, with 107.5% of the target number of shares awarded. Shares were subject to an additional holding period and were released in February 2012.
2010-2012[2,3]	Compound annual growth in economic profit	Threshold = 5.7% Target = 8.7% Maximum = 10.7%	Results were certified in February 2013. Results were above the maximum, with 150% of the target number of shares awarded. Shares are subject to an additional holding period through February 2014.
2011-2013[2]	Compound annual growth in economic profit	Threshold = 8.7% Target = 11.7% Maximum = 13.7%	Results will be certified in February 2014. Any shares earned will be subject to an additional holding period through February 2015. Through December 31, 2012, payout is projected below the threshold level, and therefore we do not currently expect any shares to be earned from these awards.
2012-2014[2]	Compound annual growth in economic profit	Threshold = 7.7% Target = 10.7% Maximum = 12.7%	Results will be certified in February 2015. Any shares earned will be subject to an additional holding period through February 2016. Through December 31, 2012, payout is projected near the target level. The global economic environment and the impact of currency over the remaining two years of the performance period will have a significant impact on the number of shares earned, if any.

1 *Participants receive 50% of the award at the threshold level, 100% of the award at the target level and 150% of the award at the maximum level. Results are rounded and the number of shares is extrapolated on a linear basis between performance levels.*

2 *The calculation of economic profit for the 2008-2010 and 2010-2012 periods was adjusted, and the 2011-2013 and 2012-2014 periods will be adjusted, to exclude certain nonrecurring items, including items related to the CCE Transaction, as applicable. In addition, as a result of the CCE Transaction, the 2009 base year for the 2010-2012 period and the 2010 base year for the 2011-2013 period were adjusted to assume the Company owned CCE's former North America business for the full base year.*

3 *No PSUs were granted in 2009 due to the difficulty of setting a reliable three-year performance target at that time; instead, only stock options were awarded.*

Restricted Stock

Restricted stock awards may be performance-based or time-based and in the form of restricted stock or restricted stock units. Time-based restricted stock awards are used in limited circumstances, such as for critical retention situations, make-whole awards, special recognition or when other forms of awards are not available for tax or legal reasons. None of the Named Executive Officers received a restricted stock award in 2012.

Additional Compensation Elements

Benefits

In general, benefits are designed to provide a safety net of protection against the financial catastrophes that can result from illness, disability or death, and to provide a reasonable level of retirement income based on years of service with the Company. In the U.S., the Named Executive Officers generally participate in the same benefit plans as the broader employee population of the Company or CCR, as applicable. International plans and CCR plans vary, but each Named Executive Officer receives the same benefits offered to all other employees participating in the relevant plan.

Perquisites

We provide perquisites that we feel are necessary to enable the Named Executive Officers to perform their responsibilities efficiently and to minimize distractions. We believe the benefit the Company receives from providing these perquisites significantly outweighs the cost of providing them. The table below summarizes and provides the business rationale for each of the perquisites provided to the Named Executive Officers. For more information about these perquisites and their values, see the discussion beginning on page 67.

Perquisite	Description and Business Rationale
Aircraft Usage	• The Board requires Mr. Kent, but not the other Named Executive Officers, to fly on Company aircraft for business and personal travel. This is required to allow travel time to be used productively for the Company, for security purposes due to the high profile and global nature of our business and our highly symbolic and well-recognized brands, as well as to ensure that Mr. Kent can be immediately available to respond to business priorities from any location around the world. • The Company does not provide tax gross-ups for imputed income due to personal aircraft use. A tax reimbursement is provided for taxes incurred when a spouse travels for business purposes. In contrast to personal use, the Company does not believe an employee should pay personally when travel is required or important for business purposes.
Car and Driver	• A car and driver are provided only where necessary for security and/or productivity reasons. • Messrs. Kent, Bozer and Reyes (and Mr. Reyes' spouse) use a Company car and driver. No other Named Executive Officer is provided with a Company car or driver.
Security	• The Company provides personal security to Named Executive Officers when circumstances warrant. • The Company considers security to be a business necessity to protect our employees given the global visibility of our brands and the extensive locations where we operate.
International Service Program	• Mr. Bozer, who was based in Turkey, participated in the Company's international service program. He is provided the same benefits offered to all employees eligible to participate in such program.
Financial and Tax Planning	• The Company reimburses its senior executives, including the Named Executive Officers, for financial and tax planning up to $13,000 per year for Mr. Kent and up to $10,000 per year for other Named Executive Officers. • A significant percentage of our senior executives have dual nationalities or work or have worked outside their home country, which complicates their tax and financial situations. This benefit helps to ensure they are compliant with local country laws. • No tax gross-up is provided for this benefit.
Other	• Executive physicals are provided to encourage senior leaders of the Company to set the example for living positively and active healthy living. • Amenities were provided to certain Named Executive Officers at a Board meeting held at the London Olympic Games, which the Company sponsored. • Modest perquisites are made available to the Named Executive Officers outside the U.S. consistent with local policies and practices. • Tax protection may be provided for prior assignments in foreign countries in order to avoid an executive being penalized from a tax perspective for overseas service on behalf of the Company.

Retirement Plans

The Company provides Company-paid pension plans to the Named Executive Officers. Substantially all of our non-union U.S. employees are covered by the U.S. pension plans in which the Named Executive Officers participate. There are no special or enhanced pension formulas for the Named Executive Officers. Mr. Cahillane participated in an executive pension plan which was assumed as a part of the CCE Transaction and was frozen effective December 31, 2011. Mr. Reyes currently participates in a local Mexico pension plan, along with all other Mexico-based employees. None of the pension plans take into account equity compensation in calculating benefits.

The Company also provides retirement savings plans, some of which include a Company matching contribution, to encourage all employees to save additional funds for retirement. The Company matching contribution is provided on the same basis to the Named Executive Officers as all other participants in the applicable plan.

We have these plans as an additional means to attract and retain employees and to provide retirement coverage regardless of work location, as many employees work in various international locations throughout their careers. For a specific description of the pension plans and savings plans in which the Named Executive Officers participate, see the discussion beginning on page 83. For the accumulated benefits under the pension plans, see the 2012 Pension Benefits table and the accompanying narrative beginning on page 74. The amount of the Company matching contributions to each Named Executive Officer under the savings plans can be found on page 70.

Deferred Compensation Plans

The Company also offers nonqualified, unfunded deferred compensation plans to eligible U.S. based employees, including the Named Executive Officers. We offer these plans because they provide an opportunity for eligible U.S. based employees to save for future financial needs at little cost to the Company. The deferred compensation plans are unsecured and unfunded.

For a more detailed discussion of the deferred compensation plans, see pages 85 and 86, respectively, and the 2012 Nonqualified Deferred Compensation table and accompanying narrative on page 76.

Severance Plans

The Company offers severance pay plans in order to provide transitional assistance to employees who are separated from the Company. These plans provide cash severance benefits. Eligible employees generally include regular, full-time, non-union, U.S. employees and International Service Associates, including the U.S. based Named Executive Officers. Payments are based on job grade level, salary and/or length of service. For the U.S. based Named Executive Officers, the maximum payment is two times base salary. This amount was determined to be appropriate for senior executives, including the Named Executive Officers, to assist in transition to new employment, as it may take a longer period of time for senior executives to find comparable employment. Mr. Reyes' separation arrangements are governed by Mexican law.

The Company has no separate termination arrangements with any of the Named Executive Officers, except for Mr. Reyes who entered into an agreement in connection with his planned retirement in 2014. This agreement is consistent with Mexican law and the current compensation and benefit plans in which Mr. Reyes participates. For a more detailed discussion of the Company's severance plans, see page 87. For information on the amounts that would be payable under the severance plans to the Named Executive Officers, see Payments on Termination or Change in Control beginning on page 77.

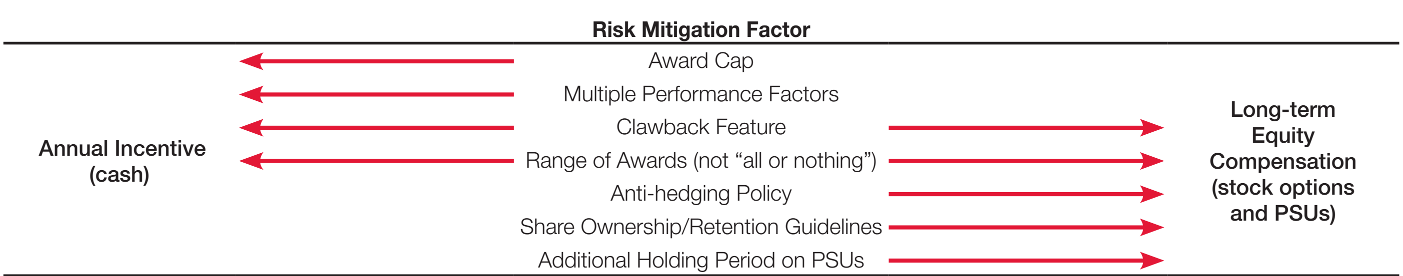
How We Make Compensation Decisions

Risk Considerations

The Compensation Committee reviews the risks and rewards associated with the Company's compensation programs. The programs are designed with features that mitigate risk without diminishing the incentive nature of the compensation. We believe our compensation programs encourage and reward prudent business judgment and appropriate risk-taking over the short term and the long term.

Management and the Compensation Committee regularly evaluate the risks involved with compensation programs globally and do not believe any of the Company's compensation programs create risks that are reasonably likely to have a material adverse impact on the Company. In 2012, the Company conducted, and the Compensation Committee reviewed, a comprehensive global risk assessment. The risk assessment included conducting a global inventory of incentive plans and programs and considered factors such as the plan metrics, number of participants, maximum payments and risk mitigation factors.

Since base salary is a fixed amount and a relatively small percentage of total direct compensation, we do not believe it encourages risk-taking. In addition, we believe that the Company's annual incentive and long-term equity compensation programs contain appropriate risk mitigation factors, as summarized in the graphic below.



Decision-Making Process and Role of Executive Officers

The Compensation Committee reviews and discusses the Board's evaluation of the Chairman and Chief Executive Officer and makes preliminary determinations about his base salary, annual incentive and long-term equity compensation. The Compensation Committee then discusses the compensation recommendations with the full Board and the Compensation Committee approves final compensation decisions after this discussion. Executive officers do not determine the compensation of the Chairman and Chief Executive Officer.

For other Named Executive Officers, the Chairman and Chief Executive Officer considers performance and makes individual recommendations to the Compensation Committee on base salary, annual incentive and long-term equity compensation.

The Compensation Committee reviews, discusses, modifies and approves, as appropriate, these compensation recommendations.

In making these compensation decisions, the Compensation Committee uses several resources and tools, including competitive market information. One such tool is a "tally sheet," which assigns a dollar amount to each of the compensation elements discussed above as well as accumulated outstanding long-term equity awards and deferred compensation. The Compensation Committee believes that the tally sheet is useful in evaluating the total compensation opportunity for each Named Executive Officer.

Compensation Comparator Group

We use a comparator group of companies when making certain compensation decisions. Our comparator group is used:

- as an input in developing base salary ranges, annual incentive targets and long-term incentive award ranges;
- to evaluate share utilization by reviewing overhang levels and annual run rate;
- to benchmark the form and mix of equity awarded to employees;
- to benchmark share ownership guidelines;
- to assess the competitiveness of total direct compensation awarded to senior executives;
- to validate whether executive compensation programs are aligned with Company performance; and
- as an input in designing compensation plans, benefits and perquisite programs.

While the Compensation Committee examines data about executive compensation at other comparator companies, compensation paid at other companies is not a primary factor in the decision-making process.

Since some of the comparator group companies are not U.S. based, a subgroup of the companies may be used for some of these purposes when data is not publicly available for the foreign companies.

In December 2011, in part due to the CCE Transaction, the Compensation Committee assessed the criteria used and companies included in the comparator group, in order to determine whether the companies included were appropriate due to the significant changes in the size and scope of the Company's business. The Compensation Committee approved certain changes to the comparator group that were effective in 2012.

The comparator group companies for 2012 are listed below. The companies added to the comparator group in 2012 are highlighted in red. Comparator companies were chosen based on the following criteria:

- comparable size based on revenue;
- market capitalization in excess of $100 billion;
- major global presence with sales in a minimum of 100 countries;
- large consumer products business;
- market-leading brands or category positions as defined by Interbrand;
- sustained growth over one, three and five year periods; and
- available compensation data.

Abbott Laboratories	Mondelez International, Inc. (f/k/a/Kraft Foods Inc.)
Apple Inc.	Nestlé S.A.
AT&T Inc.	NIKE, Inc.
Colgate-Palmolive Company	PepsiCo, Inc.
General Mills, Inc.	Philip Morris International Inc.
International Business Machines Corporation	The Procter & Gamble Company
Johnson & Johnson	Unilever PLC
Kimberly-Clark Corporation	**Wal-Mart Stores, Inc.**
McDonald's Corporation	

Role of the Compensation Consultant

Pursuant to its charter, the Compensation Committee is authorized to retain and terminate any consultant, as well as to approve the consultant's fees and other terms of the engagement. The Compensation Committee also has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In 2012, the Compensation Committee engaged Exequity LLP ("Exequity") as its compensation consultant. The Compensation Committee did not engage any other advisor in 2012.

Exequity provides research, data analyses, survey information and design expertise in developing compensation programs for executives and incentive programs for eligible employees. In addition, Exequity keeps the Compensation Committee apprised of regulatory developments and market trends related to executive compensation practices. Exequity does not determine or recommend the exact amount or form of executive compensation for any of the Named Executive Officers. A representative of Exequity generally attends meetings of the Compensation Committee, is available to participate in executive sessions and communicates directly with the Compensation Committee.

Prior to the retention of a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Compensation Committee assesses the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including the factors specified in the New York Stock Exchange listing standards.

Pursuant to the Compensation Committee's Independence Policy, if the Compensation Committee chooses to use a compensation consultant, the consultant must be independent. Under the policy, a consultant is considered independent if (i) the representative of the consultant does not provide services or products of any kind to the Company or any of its consolidated subsidiaries, or to their management, (ii) the consulting firm does not derive more than 1% of its consolidated gross revenues from the Company and (iii) the consulting firm is precluded from providing any other services to the Company and its consolidated subsidiaries.

The Compensation Committee assessed Exequity's independence, taking into account the following factors:

- compliance with the Independence Policy;
- the policies and procedures the consultant has in place to prevent conflicts of interest;
- any business or personal relationships between the consultant and the members of the Compensation Committee;
- any ownership of Company stock by the individuals at Exequity performing consulting services for the Compensation Committee; and
- any business or personal relationship of Exequity with an executive officer of the Company.

Exequity has provided the Compensation Committee with appropriate assurances and confirmation of its independent status pursuant to the Independence Policy and other factors. The Compensation Committee believes that Exequity has been independent throughout its service for the Committee and there is no conflict of interest between Exequity and the Compensation Committee.

Additional Information

Share Ownership Guidelines

For many years, the Company has had share ownership guidelines for executives, including the Named Executive Officers. These guidelines are designed to align the executives' long-term financial interests with those of shareowners. All Named Executive Officers exceed their share ownership guidelines.

The ownership guidelines are as follows:

Role	**Value of Common Stock to be Owned***
Chief Executive Officer	8 times base salary
Operating Business Presidents	5 times base salary
Executive Vice Presidents, Group Presidents and President and Chief Operating Officer of CCR	4 times base salary
Other senior executives	2 times base salary
Business Unit Presidents below senior executive level	1 times base salary

* *Shares are valued based on the average closing price of Common Stock for the prior one-year period.*

The Chairman of the Board and Chief Executive Officer and the Compensation Committee monitor compliance annually. Each executive has five years from the date he or she becomes subject to the share ownership guidelines to meet his or her target. If an executive is promoted and the target is increased, an additional two-year period is provided to meet the target. Stock options do not count toward the ownership guideline and PSUs count only after the performance criteria has been met.

Further, to ensure compliance with the guidelines, the Compensation Committee may direct that up to 50% of the annual cash incentive be withheld if an executive is not compliant. The Compensation Committee also may mandate the retention of 100% of net shares, after settlement of taxes and transaction fees, acquired pursuant to equity awards granted on or after January 1, 2009.

Starting in 2009, once an executive has met and maintained the ownership objective for a year, the Compensation Committee had the discretion to grant a one-time long-term equity award. This award is generally delivered in stock options valued up to 15% of the executive's annual equity award value. In 2012, the Compensation Committee decided to phase out this component of the program, so final awards, if any, will be paid in 2014 to eligible executives that met their ownership objective in 2012 and maintain it through 2013.

New Share Retention Policy

In February 2013, the Compensation Committee approved a new share retention policy for the Company's executive officers which requires the retention of 50% of the shares (after paying taxes) obtained from option exercises or from the release of PSUs or restricted stock awards for at least one year after exercise/release of shares or separation from the Company. Shares may be sold after separation from the Company and the policy includes limited exceptions such as donations of stock to charities, educational institutions or family foundations and sales or divisions of property in the case of divorce, disability or death, and the Compensation Committee is authorized to grant waivers in other exceptional circumstances. This policy applies to equity awards granted in and after February 2013 and is in addition to the share ownership guidelines described above.

Trading Controls and Hedging, Short Sale and Pledging Policies

Executive officers, including the Named Executive Officers, are required to receive the permission of the Company's General Counsel prior to entering into any transactions in Company securities, including gifts, grants and those involving derivatives. Generally, trading is permitted only during announced trading periods. Employees who are subject to trading restrictions, including the Named Executive Officers, may enter into a trading plan under Rule 10b5-1 of the 1934 Act. These trading plans may be entered into only during an open trading period and must be approved by the Company. The Company requires trading plans to include a waiting period and the trading plans may not be amended during their term. The Named Executive Officer bears full responsibility if he or she violates Company policy by permitting shares to be bought or sold without pre-approval or when trading is restricted.

Executive officers are prohibited from entering into hedging and short sale transactions and are subject to restrictions on pledging Common Stock, as described on page 40.

Contracts and Agreements

Generally, we have no employment contracts with our employees, unless required or customary based on local law or practice. We do not have a contract with Mr. Kent or any of the other Named Executive Officers except for Mr. Reyes, who is based in Mexico where contracts are required.

Clawback Provisions

Most of our compensation plans and programs contain provisions that allow the Company to recapture amounts paid to employees under certain circumstances. The annual Performance Incentive Plan allows the Company to recapture any award from a participant if the amount of the award was based on achieving certain financial results that were later required to be restated due to the participant's misconduct. In addition, all equity awards since 2004 contain provisions under which employees may be required to forfeit equity awards or profits from equity awards if they engage in certain conduct including, but not limited to, violating Company policies, such as the Code of Business Conduct or competing against the Company. In addition, effective February 16, 2011, the Performance Incentive Plan, The Coca-Cola Company 2008 Stock Option Plan (the "2008 Stock Option Plan"), The Coca-Cola Company 1999 Stock Option Plan (the "1999 Stock Option Plan"), The Coca-Cola Company 1989 Restricted Stock Plan (the "1989 Restricted Stock Plan") and The Coca-Cola Company 1983 Restricted Stock Award Plan (the "1983 Restricted Stock Plan") were each amended to include a clawback provision with respect to the recapture of awards as may be required by the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act or any other law or the listing standards of the NYSE.

Change in Control

The Company has change in control provisions in its annual Performance Incentive Plan, its equity compensation plans and some of its retirement plans in which the Named Executive Officers participate. These provisions apply equally to all plan participants. The Board can determine prior to the potential change in control that no change in control will be deemed to have occurred. We have no special change in control agreements or arrangements with any of the Named Executive Officers and we do not provide a tax gross-up for any change in control situation.

The change in control provisions were adopted to mitigate the concern that, in the event the Company is considering a change in control transaction, the employees involved in considering the transaction will be motivated to act in their own interests rather than the interests of the shareowners. Thus, the provisions are designed to make any transaction neutral to the employees' economic interests. Employees likely would not be in a position to influence the Company's performance after a change in control and might not be in a position to earn their incentive awards or vest in their equity awards. The Company also believes that the change in control provisions in the pension plans provide some security with respect to pension benefits in the event of a change in control. Therefore, the Company believes that the change in control provisions are fair and protect shareowner value.

For a more detailed discussion of change in control arrangements, see Payments on Termination or Change in Control beginning on page 77.

Tax and Accounting Implications of Compensation

The Compensation Committee considers the tax and accounting implications of compensation, but they are not the only factors considered. In some cases, other important considerations outweigh tax or accounting considerations.

Section 162(m) of the Tax Code limits deductibility of certain compensation to $1 million per year for the Chief Executive Officer and the three other executive officers (other than the Chief Financial Officer) who are highest paid and employed at year-end. If certain conditions are met, performance-based compensation may be excluded from this limitation. Stock option gains are tax deductible and the value of most PSUs and performance-based restricted stock and restricted stock units is deductible when income is realized.

Most compensation paid by the Company is designed to be deductible under Section 162(m) of the Tax Code. However, the Compensation Committee may exercise discretion to pay nondeductible compensation if following the requirements of Section 162(m) of the Tax Code would not be in the interests of shareowners. Our shareowner-approved incentive plans, stock option plans and performance-based awards under the 1989 Restricted Stock Plan meet the conditions necessary for deductibility. In 2012, all annual incentive payments to the Named Executive Officers were deductible.

Generally under GAAP, compensation is expensed as earned. Equity compensation is expensed in accordance with FASB Topic 718, which is generally over the vesting period.