

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(AMENDMENT NO. 16) \*

Coca-Cola Bottling Co. Consolidated  
(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share  
(Title of Class of Securities)

191098102  
(CUSIP Number)

James E. Chestnut  
Senior Vice President and Chief Financial Officer  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313  
(404) 676-2121  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

With a Copy to:  
Carol Crofoot Hayes, Esq.  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313

February 20, 1997  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [  ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 191098102

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Coca-Cola Company  
58-0628465

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ x ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)  
N/A [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,213,007 shares of Common Stock, \$1.00 par value per share
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 2,213,007 shares of Common Stock, \$1.00 par value per share
	10	SHARED DISPOSITIVE POWER None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,213,007 shares of Common Stock, par value \$1.00 per share

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
31.41%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock, par value \$1.00 per share (the "Common Stock"), of Coca-Cola Bottling Co. Consolidated, a Delaware corporation ("Consolidated"). The principal executive offices of Consolidated are located at 1900 Rexford Road, Charlotte, North Carolina 28211.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and restated as follows:

This statement is being filed by The Coca-Cola Company, a Delaware corporation, having its principal executive offices at One Coca-Cola Plaza, Atlanta, Georgia 30313, telephone (404)676-2121.

The Coca-Cola Company is the largest manufacturer and distributor of soft drink concentrates and syrups in the world. The Minute Maid Company (formerly known as Coca-Cola Foods), a division of The Coca-Cola Company, is the world's largest processor of packaged citrus products.

Certain information with respect to the directors and executive officers of The Coca-Cola Company is set forth in Exhibit A(99) attached hereto, including each director's and executive officer's business address, present principal occupation or employment, citizenship and other information.

Neither The Coca-Cola Company nor, to the best of its knowledge, any director, executive officer or controlling person of The Coca-Cola Company has, during the last five years, been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding either The Coca-Cola Company or any director, executive officer or controlling person of The Coca-Cola Company was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to federal or state securities laws.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended by adding the following:

As previously described in Amendment No. 15 to Schedule 13D dated January 17, 1997, on December 16, 1996, Consolidated announced that it expected to purchase from its stockholders about 508,690 shares of Common Stock pursuant to a Dutch auction self-tender offer. In addition, on January 7, 1997, as previously described, Consolidated announced that it had purchased 145,260 shares of Common Stock in a private transaction with a single stockholder. Consolidated indicated on January 7, 1997, that following these purchases it had 7,320,609



shares of Common Stock outstanding and 1,319,862 shares of Class B Common Stock outstanding.

Pursuant to the Stock Rights and Restrictions Agreement, The Coca-Cola Company has agreed that if it (a) owns 30.67% or more of the outstanding shares of common stock of Consolidated (i.e., shares of both Common Stock and Class B Common Stock) or (b) owns 23.59% or more of the total votes of all outstanding shares of all classes of capital stock of Consolidated, it will (x) negotiate in good faith for a sale of the shares of common stock of Consolidated in excess of 29.67% to Consolidated and (y) in any event exchange that number of shares of Class B Common Stock for shares of Common Stock so that it will (i) own from 20% to 21% of the outstanding shares of Class B Common Stock and (ii) hold from 22.59% to 23.59% of the total votes of all outstanding shares of all classes of capital stock of Consolidated.

As a result of the purchases by Consolidated in December 1996 and January 1997, The Coca-Cola Company following such repurchases owned approximately 31.92% of the total number of outstanding shares of common stock (i.e., shares of both Common Stock and Class B Common Stock). Accordingly, as previously described, on January 17, 1997, The Coca-Cola Company commenced negotiations with Consolidated regarding the repurchase by Consolidated from The Coca-Cola Company of approximately 275,000 shares of Common Stock in accordance with the Stock Rights and Restrictions Agreement. On February 20, 1997, The Coca-Cola Company sold to Consolidated, in accordance with the Stock Rights and Restrictions Agreement, 275,490 shares of Common Stock at a price of \$47.50 per share in cash.

Except as discussed herein or as previously disclosed in this Schedule 13D, The Coca-Cola Company does not have any plans or proposals which relate to or would result in:

(i) The acquisition by any person of additional securities of Consolidated, or the disposition of securities of Consolidated;

(ii) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Consolidated or any of its subsidiaries;

(iii) A sale or transfer of a material amount of assets of Consolidated or of any of its subsidiaries;

(iv) A change in the present board of directors or management of Consolidated, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(v) Any material change in the present capitalization or dividend policy of Consolidated;

(vi) Any other material change in Consolidated's business or corporate structure;



(vii) Changes in Consolidated's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Consolidated by any person;

(viii) Causing a class of securities of Consolidated to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association;

(ix) A class of equity securities of Consolidated becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or

(x) Any action similar to any of those enumerated above.

However, The Coca-Cola Company at any time may propose any of the foregoing which it considers desirable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended by adding the following:

On February 20, 1997, The Coca-Cola Company sold to Consolidated, in accordance with the Stock Rights and Restrictions Agreement, 275,490 shares of Common Stock at a price of \$47.50 per share in cash.

Following such sale, The Coca-Cola Company beneficially owns 2,213,007 shares of Common Stock (or approximately 31.41% of the outstanding shares of Common Stock at February 20, 1997), and 269,158 shares of Class B Common Stock (or approximately 20.39% of the outstanding shares of Class B Common Stock at February 20, 1997). Following such sale, The Coca-Cola Company beneficially owns shares of Consolidated representing in the aggregate approximately 22.71% of the total votes of all outstanding shares of all classes of capital stock of Consolidated.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended by adding the following:

On February 20, 1997, The Coca-Cola Company sold to Consolidated, in accordance with the Stock Rights and Restrictions Agreement, 275,490 shares of Common Stock at a price of \$47.50 per share in cash.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended by adding the following:

Exhibit A (99) - Directors and Executive Officers of The Coca-Cola Company





SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE COCA-COLA COMPANY

By: /s/ JAMES E. CHESTNUT  
James E. Chestnut  
Senior Vice President and  
Chief Financial Officer

Date: February 21, 1997



EXHIBIT INDEX

EXHIBIT

DESCRIPTION

A (99) Directors and Executive Officers of The Coca-Cola Company

## DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

Set forth below is the name, business address, present occupation or employment and five-year employment history of each director and executive officer of The Coca-Cola Company. Except as indicated below, each such person is a citizen of the United States. None of the directors and executive officers named below own any Common Stock of Coca-Cola Bottling Co. Consolidated. Directors of The Coca-Cola Company who are also executive officers of The Coca-Cola Company are indicated by an asterisk. Except as indicated below, the business address of each executive officer of The Coca-Cola Company is One Coca-Cola Plaza, Atlanta, Georgia 30313.

## DIRECTORS OF THE COCA-COLA COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Roberto C. Goizueta *	Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company	
M. Douglas Ivester *	President and Chief Operating Officer of The Coca-Cola Company	
Herbert A. Allen	President, Chief Executive Officer and a Managing Director of Allen & Company Incorporated, a privately held investment banking firm	Allen & Company Incorporated 711 Fifth Avenue New York, NY 10022
Ronald W. Allen	Chairman of the Board, President and Chief Executive Officer of Delta Air Lines, Inc., a major U.S. air transportation company	Delta Air Lines, Inc. Hartsfield International Airport Atlanta, GA 30320
Cathleen P. Black	President of the Hearst Magazines Division of The Hearst Corporation a major media and communications company	Hearst Magazines 959 8th Avenue New York, NY 10019
Warren E. Buffett	Chairman of the Board of Directors and Chief Executive Officer of Berkshire Hathaway Inc., a diversified holding company	Berkshire Hathaway Inc. 1440 Kiewit Plaza Omaha, NE 68131
Charles W. Duncan, Jr.	Private investor	Duncan Interests 600 Travis, Suite 6100 Houston, TX 77002-3007

DIRECTORS OF THE COCA-COLA COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Susan B. King	Leader in Residence, Hart Leadership Program, Duke University, a program for the development and advancement of leadership and management skills in the public and private sectors	Hart Leadership Program Terry Sanford Institute of Public Policy Duke University Box 90248 Durham, NC 27708-0248
Donald F. McHenry	University Research Professor of Diplomacy and International Affairs, Georgetown University; President of The IRC Group, a New York City and Washington, D.C. consulting firm	Edmund A. Walsh School of Foreign Service Georgetown University Washington, D.C. 20057
Sam Nunn	Partner of the law firm of King & Spalding since January 3, 1997; member of the United States Senate from 1972 through 1996	King & Spalding 191 Peachtree Street Atlanta, GA 30303-1763
Paul F. Oreffice	Retired as Chairman of the Board of Directors of The Dow Chemical Company in 1992 (The Dow Chemical Company is a diversified chemical, metals, plastics and packaging company)	Fairfield Homes, Inc. Suite C-226 7373 N. Scottsdale Road Scottsdale, AZ 85253
James D. Robinson III	Chairman and Chief Executive Officer of RRE Investors, LLC, a private venture investment firm; President of J.D. Robinson Inc., a strategic advisory company	J.D. Robinson Inc. 22nd Floor 126 East 56th Street New York, NY 10022
Peter V. Ueberroth	Investor and Managing Director, The Contrarian Group, Inc., a management company	The Contrarian Group, Inc. Suite 900 500 Newport Center Drive Newport Beach, CA 92660
James B. Williams	Chairman of the Board of Directors and Chief Executive Officer, SunTrust Banks, Inc., a bank holding company	SunTrust Banks, Inc. P.O. Box 4418 Atlanta, GA 30302



## EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT	ADDRESS
Ralph H. Cooper	Senior Vice President and President and Chief Executive Officer of The Minute Maid Company	The Minute Maid Company 2000 St. James Place Houston, TX 77056
Douglas N. Daft	Senior Vice President and President of the Middle and Far East Group  Mr. Daft is a citizen of Australia.	
Timothy J. Haas	Senior Vice President and President of the Latin America Group	
E. Neville Isdell	Senior Vice President and President of the Greater Europe Group  Mr. Isdell is a citizen of the United Kingdom and Northern Ireland.	
Jack L. Stahl	Senior Vice President and President of the North America Group	
Carl Ware	Senior Vice President and President of the Africa Group	
Anton Amon	Senior Vice President and Manager of the Product Integrity Division	
James E. Chestnut	Senior Vice President and Chief Financial Officer  Mr. Chestnut is a citizen of the United Kingdom.	
Joseph R. Gladden, Jr.	Senior Vice President and General Counsel	
George Gourlay	Senior Vice President and Manager of the Technical Operations Division	
Earl T. Leonard, Jr.	Senior Vice President, Corporate Affairs	
Sergio S. Zyman	Senior Vice President and Chief Marketing Officer	