SMITH STEPHEN JOSEPH
Form 4
April 18, 2011

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH STEPHEN JOSEPH
(Last) (First) (Middle)
ONE AMERICAN ROAD
(Street)
CLEVELAND, OH 44144
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN GREETINGS CORP [AM]

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP-Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	04/14/2011		A		18,000 (1)	A	$ 0	36,225	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH STEPHEN JOSEPH ONE AMERICAN ROAD CLEVELAND, OH 44144			SVP-Chief Financial Officer	

Signatures

Catherine M. Kilbane, Power of Attorney for Stephen J. Smith	04/18/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents performance shares granted to the reporting person on April 17, 2009, and credited to the account of the reporting person. The reporting person's right to receive the common shares represented by these performance shares is subject to vesting where the performance shares will vest equally, and the underlying shares will be issued, on each of February 29, 2012 and February 28, 2013, based on the continued employment of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Long-term contractual arrangements [(4)]

20,897 7,602 8,940 2,717 1,638

Postretirement obligations

64,956 3,521 6,413 7,376 47,646

Purchase orders [(5)]

38,535 38,535

Total contractual obligations	$1,208,651	$346,939	$211,808	$337,476	$312,428

(1) Includes interest payments based on contractual terms and current interest rates for variable rate debt.

(2) Represents an estimate of the Company s obligation to purchase 17.5 million cases of finished product on an annual basis through May 2014 from South Atlantic Canners, a manufacturing cooperative.

(3) Includes obligations under executive benefit plans, the liability to exit from a multi-employer pension plan and other long-term liabilities.

(4) Includes contractual arrangements with certain prestige properties, athletics venues and other locations, and other long-term marketing commitments.

(5) Purchase orders include commitments in which a written purchase order has been issued to a vendor, but the goods have not been received or the services have not been performed.

The Company has $4.8 million of uncertain tax positions including accrued interest, as of April 1, 2012 (excluded from other long-term liabilities in the table above because the Company is uncertain as to if or when such amounts will be recognized) of which $2.4 million would affect the Company s effective tax rate if recognized. While it is expected that the amount of uncertain tax positions may change in the next 12 months, the Company does not expect any change to have a significant impact on the consolidated financial statements. See Note 15 to the consolidated financial statements for additional information.

The Company is a member of Southeastern Container (Southeastern), a plastic bottle manufacturing cooperative, from which the Company is obligated to purchase at least 80% of its requirements of plastic bottles for certain designated territories. This obligation is not included in the Company s table of contractual obligations and commercial commitments since there are no minimum purchase requirements. See Note 14 and Note 19 to the consolidated financial statements for additional information related to Southeastern.

As of April 1, 2012, the Company has $20.8 million of standby letters of credit, primarily related to its property and casualty insurance programs. See Note 14 to the consolidated financial statements for additional information related to commercial commitments, guarantees, legal and tax matters.

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The Company has made contributions to the Company-sponsored pension plans of $13.7 million in Q1 2012. Based on information currently available, the Company anticipates cash contributions during the remainder of 2012 will be between approximately $4 million and approximately $7 million. Postretirement medical care payments are expected to be approximately $3 million in 2012. See Note 18 to the consolidated financial statements for additional information related to pension and postretirement obligations.

Hedging Activities

Interest Rate Hedging

The Company periodically uses interest rate hedging products to mitigate risk from interest rate fluctuations. The Company has historically altered its fixed/floating rate mix based upon anticipated cash flows from operations relative to the Company s debt level and the potential impact of changes in interest rates on the Company s overall financial condition. Sensitivity analyses are performed to review the impact on the Company s financial position and coverage of various interest rate movements. The Company does not use derivative financial instruments for trading purposes nor does it use leveraged financial instruments.

The Company has not had any interest rate swap agreements outstanding since September 2008.

Interest expense was reduced due to the amortization of deferred gains on previously terminated interest rate swap agreements and forward interest rate agreements by $.3 million during both Q1 2012 and Q1 2011.

As of April 1, 2012, January 1, 2012 and April 3, 2011, the weighted average interest rate of the Company s debt and capital lease obligations was 5.9% for its outstanding debt and capital lease obligations. The Company s overall weighted average interest rate on its debt and capital lease obligations increased to 6.1% in Q1 2012 from 6.0% in Q1 2011. None of the Company s debt and capital lease obligations of $596.3 million as of April 1, 2012 was maintained on a floating rate basis or was subject to changes in short-term interest rates.

Fuel Hedging

The Company used derivative instruments to hedge substantially all of the projected diesel fuel and unleaded gasoline purchases used in the Company s delivery fleet and other vehicles for the second, third and fourth quarters of 2011. The Company paid a fee for these instruments which is amortized over the corresponding period of the instrument. The Company accounted for its fuel hedges on a mark-to-market basis with any expense or income being reflected as an adjustment of fuel costs.

The Company uses several different financial institutions for commodity derivative instruments to minimize the concentration of credit risk. The Company has master agreements with the counterparties to its derivative financial agreements that provide for net settlement of derivative transactions.

In February 2011, the Company entered into derivative instruments to hedge all of the Company s projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011 establishing an upper limit on the Company s price of diesel fuel and unleaded gasoline.

The net impact of the Company s fuel hedging program was to decrease fuel costs by $25,000 in Q1 2011.

There were no outstanding fuel derivative agreements during Q1 2012 or as of April 1, 2012.

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Aluminum Hedging

During the second quarter of 2009, the Company entered into derivative instruments to hedge approximately 75% of the projected 2011 aluminum purchase requirements. The Company pays a fee for these instruments which is amortized over the corresponding period of the instruments. The Company accounts for its aluminum hedges on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales.

The net impact of the Company s aluminum hedging program was to decrease cost of sales by $13,000 in Q1 2011.

There were no outstanding aluminum derivative agreements during Q1 2012 or as of April 1, 2012.

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Cautionary Information Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, as well as information included in future filings by the Company with the Securities and Exchange Commission and information contained in written material, press releases and oral statements issued by or on behalf of the Company, contains, or may contain, forward-looking management comments and other statements that reflect management s current outlook for future periods. These statements include, among others, statements relating to:

the Company s belief that the covenants on its $200 million facility will not restrict its liquidity or capital resources;

the Company s belief that other parties to certain contractual arrangements will perform their obligations;

potential marketing funding support from The Coca-Cola Company and other beverage companies;

the Company s belief that disposition of certain claims and legal proceedings will not have a material adverse effect on its financial condition, cash flows or results of operations and that no material amount of loss in excess of recorded amounts is reasonably possible as a result of these claims and legal proceedings;

management s belief that the Company has adequately provided for any ultimate amounts that are likely to result from tax audits;

management s belief that the Company has sufficient resources available to finance its business plan, meet its working capital requirements and maintain an appropriate level of capital spending;

the Company s expectations to pay the $150 million of senior notes which mature in November 2012 with available cash on hand, borrowings on the $20 million uncommitted line of credit and under the $200 million facility;

the Company s belief that the cooperatives whose debt and lease obligations the Company guarantees have sufficient assets and the ability to adjust selling prices of their products to adequately mitigate the risk of material loss and that the cooperatives will perform their obligations under their debt and lease agreements;

the Company s key priorities which are revenue management, product innovation and beverage portfolio expansion, distribution cost management and productivity;

the Company s belief that cash contributions during the remainder of 2012 to its two Company-sponsored pension plans will be between approximately $4 million and approximately $7 million;

the Company s anticipation that pension expense related to the two Company-sponsored pension plans is estimated to be approximately $3.5 million in 2012;

the Company s belief that postretirement medical care payments are expected to be approximately $3 million in 2012;

the Company s belief that cash requirements for income taxes will be in the range of $12 million to $17 million in 2012;

the Company s expectation that additions to property, plant and equipment in 2012 will be in the range of $60 million to $70 million;

the Company s belief that compliance with environmental laws will not have a material adverse effect on its capital expenditures, earnings or competitive position;

the Company s belief that the majority of its deferred tax assets will be realized;

the Company s beliefs and estimates regarding the impact of the adoption of certain new accounting pronouncements;

the Company s beliefs that the growth prospects of Company-owned or exclusive licensed brands appear promising and the cost of developing, marketing and distributing these brands may be significant;

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- the Company s belief that all of the banks participating in the Company s new $200 million facility have the ability to and will meet any funding requests from the Company;

- the Company s belief that it is competitive in its territories with respect to the principal methods of competition in the nonalcoholic beverage industry;

- the Company s estimate that a 10% increase in the market price of certain commodities over the current market prices would cumulatively increase costs during the next 12 months by approximately $23 million assuming no change in volume;

- the Company s belief that innovation of new brands and packages will continue to be critical to the Company s overall revenue;

- the Company s expectation that uncertain tax positions may change over the next 12 months as a result of tax audits, but will not have a significant impact on the consolidated financial statements;

- the Company s belief that the risk of loss with respect to funds deposited with banks is minimal; and

- the Company s expectations that raw material costs will rise significantly in 2012 and that gross margins will be lower throughout the remainder of 2012 compared to 2011 if these costs cannot be offset with price increases.

These statements and expectations are based on currently available competitive, financial and economic data along with the Company s operating plans, and are subject to future events and uncertainties that could cause anticipated events not to occur or actual results to differ materially from historical or anticipated results. Factors that could impact those statements and expectations or adversely affect future periods include, but are not limited to, the factors set forth in Part I. Item 1A. Risk Factors of the Company s Annual Report on Form 10-K for the year ended January 1, 2012.

Caution should be taken not to place undue reliance on the Company s forward-looking statements, which reflect the expectations of management of the Company only as of the time such statements are made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company is exposed to certain market risks that arise in the ordinary course of business. The Company may enter into derivative financial instrument transactions to manage or reduce market risk. The Company does not enter into derivative financial instrument transactions for trading purposes. A discussion of the Company s primary market risk exposure and interest rate risk is presented below.

Debt and Derivative Financial Instruments

The Company is subject to interest rate risk on its fixed and floating rate debt. The Company periodically use interest rate hedging products to modify risk from interest rate fluctuations. The counterparties to these interest rate hedging arrangements were major financial institutions with which the Company also had other financial relationships. The Company did not have any interest rate hedging products as of April 1, 2012. None of the Company s debt and capital lease obligations of $596.3 million as of April 1, 2012 was subject to changes in short-term interest rates.

Raw Material and Commodity Price Risk

The Company is also subject to commodity price risk arising from price movements for certain other commodities included as part of its raw materials. The Company manages this commodity price risk in some cases by entering into contracts with adjustable prices. The Company periodically uses derivative commodity instruments in the management of this risk. The Company estimates that a 10% increase in the market prices of these commodities over the current market prices would cumulatively increase costs during the next 12 months by approximately $23 million assuming no change in volume.

The Company entered into derivative instruments to hedge substantially all of the Company s projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011. These derivative instruments relate to diesel fuel and unleaded gasoline used by the Company s delivery fleet and other vehicles. The Company paid a fee for these instruments which was amortized over the corresponding period of the instrument. The Company accounts for its fuel hedges on a mark-to-market basis with any expense or income being reflected as an adjustment of fuel costs.

During the second quarter of 2009, the Company entered into derivative instruments to hedge approximately 75% of the projected 2011 aluminum purchase requirements. The Company paid a fee for these instruments which was amortized over the corresponding period of the instruments. The Company accounts for its aluminum hedges on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales.

There were no outstanding derivative agreements as of April 1, 2012.

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Effects of Changing Prices

The annual rate of inflation in the United States, as measured by year-over-year changes in the consumer price index, was 3.0% in 2011 compared to 1.5% in 2010 and 2.7% in 2009. Inflation in the prices of those commodities important to the Company s business is reflected in changes in the consumer price index, but commodity prices are volatile and have in recent years increased at a faster rate than the rate of inflation as measured by the consumer price index.

The principal effect of inflation in both commodity and consumer prices on the Company s operating results is to increase costs, both of goods sold and selling, general and administrative costs. Although the Company can offset these cost increases by increasing selling prices for its products, consumers may not have the buying power to cover these increased costs and may reduce their volume of purchases of those products. In that event, selling price increases may not be sufficient to offset completely the Company s cost increases.

Item 4. Controls and Procedures.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act)), pursuant to Rule 13a-15(b) of the Exchange Act. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective as of April 1, 2012.

There has been no change in the Company s internal control over financial reporting during the quarter ended April 1, 2012 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1A. Risk Factors.

There have been no material changes to the factors disclosed in Part I. Item 1A. Risk Factors in the Company s Annual Report on Form 10-K for the year ended January 1, 2012.

Item 5. Other Information.

Stockholder Approval of Amended and Restated Annual Bonus Plan and Amended and Restated Long-Term Performance Plan On May 8, 2012, the stockholders of the Company approved the Coca-Cola Bottling Co. Consolidated Amended and Restated Annual Bonus Plan (the Annual Bonus Plan). The Annual Bonus Plan has been amended to provide the Company more flexibility in determining the performance measures under the Annual Bonus Plan. A summary description of the Annual Bonus Plan is included in the Company s proxy statement dated March 28, 2012 (the Proxy Statement). That summary description and the brief description of the Annual Bonus Plan that follows are each subject, in all respects, to the terms of the Annual Bonus Plan, which is attached to the Proxy Statement as Appendix C and filed as an exhibit to this Quarterly Report on Form 10-Q.

The Annual Bonus Plan authorizes the grant of cash awards to any officer of the Company, including officers who are directors, and to other employees who hold key positions.

The Annual Bonus Plan is administered by the Compensation Committee of the Board of Directors or, at the discretion of the Compensation Committee, a subcommittee of the Compensation Committee consisting only of those members of the Compensation Committee who are outside directors for purposes of Section 162(m) of the Internal Revenue Code. The Compensation Committee has the authority to select participants to be eligible to receive cash awards under the Annual Bonus Plan, to modify the performance measures or the related minimum acceptable level of achievement under the Annual Bonus Plan and to decrease or eliminate awards under the Annual Bonus Plan.

The Annual Bonus Plan provides that no individual participant may receive a bonus under the Annual Bonus Plan for any single fiscal year in excess of $2 million.

If a participant s employment is terminated for any reason, other than total disability, retirement, death or a change in control of the Company, the participant will forfeit any right to an award under the Annual Bonus Plan. In unusual circumstances, however, the Compensation Committee may waive such forfeiture in its sole discretion.

The Compensation Committee is authorized to amend, modify or terminate the Annual Bonus Plan retroactively at any time in any manner that would not cause payments to covered employees under the Annual Bonus Plan to cease to qualify as performance-based compensation under Section 162(m). Any amendment that would cause payments to covered employees under the Annual Bonus Plan to cease to qualify as performance-based compensation under Section 162(m) requires the approval of the Company s Board of Directors.

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On May 8, 2012, the Company s stockholders also approved the Coca-Cola Bottling Co. Consolidated Amended and Restated Long-Term Performance Plan (the Long-Term Performance Plan). The Long-Term Performance Plan expands the available performance measures used in calculating awards under the Long-Term Performance Plan, permits awards to be paid in the form of stock as well as cash, at the election of the Compensation Committee, expands the types of awards the Compensation Committee may grant to eligible participants to include options to buy shares of Company common stock and shares of stock or units denominated in shares of stock subject to transfer restrictions and permits awards to non-employee directors of the Company. A summary description of the Long-Term Performance Plan is included in the Company s Proxy Statement. That summary description and the brief description of the Long-Term Performance Plan that follows are each subject, in all respects, to the terms of the Long-Term Performance Plan, which is attached to the Proxy Statement as Appendix D and filed as an exhibit to this Quarterly Report on Form 10-Q.

The Long-Term Performance Plan authorizes the grant of awards to eligible employees and non-employee directors in cash, stock, restricted stock, restricted stock units and stock options. The Company has reserved 250,000 shares of its common stock for future awards under the Long-Term Performance Plan.

The Long-Term Performance Plan is administered by the Compensation Committee of the Board of Directors or, at the discretion of the Compensation Committee, a subcommittee of the Compensation Committee consisting only of those members of the Compensation Committee who are outside directors for purposes of Section 162(m). The Compensation Committee has the authority to select participants to be eligible to receive awards under the Long-Term Performance Plan.

If a participant s employment is terminated for any reason, other than total disability, retirement, death or a change in control of the Company, the participant will forfeit any right to an award under the Long-Term Performance Plan. In unusual circumstances, however, the Compensation Committee may waive such forfeiture in its sole discretion.

The Board of Directors or the Compensation Committee may at any time amend, modify or terminate the Long-Term Performance Plan, provided that any amendment that must be approved by the stockholders of the Company in order to comply with applicable law will not be effective unless and until such approval has been obtained. No termination, amendment, or modification of the Long-Term Performance Plan may reprice outstanding options without the further approval of the stockholders of the Company or adversely affect any award previously granted under the Long-Term Performance Plan, without the written consent of the participant.

Submission of Matters to a Vote of Security Holders The Company held its Annual Meeting of Stockholders on May 8, 2012. At the meeting, stockholders elected all twelve of the directors nominated by the Board of Directors. Each director received a greater number of votes cast for his or her election than votes withheld from his or her election as reflected below. In addition, stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal year 2012 and approved the Annual Bonus Plan and the Long-Term Performance Plan. Set forth below are the final voting results for each of the proposals.

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Proposal #1 Election of twelve directors:

Director Name	For	Withheld	Broker Non-Votes
J. Frank Harrison, III	45,637,846	1,335,115	1,251,612
H.W. McKay Belk	45,983,067	989,894	1,251,612
Alexander B. Cummings, Jr.	46,322,904	650,057	1,251,612
Sharon A. Decker	46,880,787	92,174	1,251,612
William B. Elmore	45,560,786	1,412,175	1,251,612
Morgan H. Everett	46,320,733	652,228	1,251,612
Deborah H. Everhart	46,317,831	655,130	1,251,612
Henry W. Flint	46,321,867	651,094	1,251,612
William H. Jones	46,883,347	89,614	1,251,612
James H. Morgan	45,955,885	1,017,076	1,251,612
John W. Murrey, III	46,881,465	91,496	1,251,612
Dennis A. Wicker	45,982,726	990,235	1,251,612

Proposal #2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal year 2012:

For	Against	Abstain	Broker Non-Votes
48,179,856	16,226	28,491	

Proposal #3 Approval of the Coca-Cola Bottling Co. Consolidated Amended and Restated Annual Bonus Plan:

For	Against	Abstain	Broker Non-Votes
46,930,589	35,443	6,929	1,251,612

Proposal #4 Approval of the Coca-Cola Bottling Co. Consolidated Amended and Restated Long-Term Performance Plan:

For	Against	Abstain	Broker Non-Votes
46,894,692	71,296	6,973	1,251,612

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Item 6. Exhibits.

Exhibit Number	Description
4.1	The registrant, by signing this report, agrees to furnish the Securities and Exchange Commission, upon its request, a copy of any instrument which defines the rights of holders of long-term debt of the registrant and its consolidated subsidiaries which authorizes a total amount of securities not in excess of 10 percent of the total assets of the registrant and its subsidiaries on a consolidated basis.
10.1	Coca-Cola Bottling Co. Consolidated Amended and Restated Annual Bonus Plan, effective January 1, 2012 (incorporated herein by reference to Appendix C to the Company s Proxy Statement for the 2012 Annual Meeting of Stockholders (File No. 0-9286)).
10.2	Coca-Cola Bottling Co. Consolidated Amended and Restated Long-Term Performance Plan, effective January 1, 2012 (incorporated herein by reference to Appendix D to the Company s Proxy Statement for the 2012 Annual Meeting of Stockholders (File No. 0-9286)).
12	Ratio of earnings to fixed charges (filed herewith).
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
101	Financial statement from the quarterly report on Form 10-Q of Coca-Cola Bottling Co. Consolidated for the quarter ended April 1, 2012, filed on May 11, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations; (ii) the Consolidated Statements of Comprehensive Income; (iii) the Consolidated Balance Sheets; (iv) the Consolidated Statements of Changes in Equity; (v) the Consolidated Statements of Cash Flows and (vi) the Notes to the Consolidated Financial Statements tagged as blocks of text.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		COCA-COLA BOTTLING CO. CONSOLIDATED (REGISTRANT)
Date: May 11, 2012	By:	/s/ James E. Harris James E. Harris Principal Financial Officer of the Registrant and Senior Vice President, Shared Services and Chief Financial Officer
Date: May 11, 2012	By:	/s/ William J. Billiard William J. Billiard Principal Accounting Officer of the Registrant and Vice President of Operations Finance and Chief Accounting Officer

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