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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):

December 27, 2010

COCA-COLA BOTTLING CO. CONSOLIDATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-9286
(Commission File Number)

56-0950585
(IRS Employer Identification No.)

4100 Coca-Cola Plaza, Charlotte, North Carolina 28211
(Address of principal executive offices) (Zip Code)

(704) 557-4400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Coca-Cola Bottling Co. Consolidated (the “Company”) and The Coca-Cola Company, by and through its Coca-Cola North America division (“CCNA”), entered into an amendment, dated December 27, 2010, to the Incidence Pricing Agreement, dated March 16, 2009 (the “Pricing Agreement”), between the parties. The amendment extended the minimum term of the Pricing Agreement until December 31, 2011. A copy of the amendment is attached hereto as Exhibit 10.1 and incorporated herein by reference. A copy of the Pricing Agreement was previously filed as Exhibit 10.6 to the Company’s Quarterly Report on Form 10-Q for the quarter ended October 3, 2010.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amendment to Pricing Agreement, dated December 27, 2010, between the Company and The Coca-Cola Company, by and through its Coca-Cola North America division.

Signature

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 hereunto duly authorized.

COCA-COLA BOTTLING CO. CONSOLIDATED
(REGISTRANT)

Date: December 28, 2010

BY: /s/ James E. Harris
 James E. Harris
 Principal Financial Officer of the Registrant
 and
 Senior Vice President and Chief Financial Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC

EXHIBITS
CURRENT REPORT
ON
FORM 8-K

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COCA-COLA BOTTLING CO. CONSOLIDATED
EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.1	Amendment to Pricing Agreement, dated December 27, 2010, between the Company and The Coca-Cola Company, by and through its Coca-Cola North America division.

December 20, 2010

Coca-Cola Bottling Co. Consolidated
Attn: Mr. James E. Harris
Senior Vice President and Chief Financial Officer
4100 Coca-Cola Plaza
Charlotte, NC 28211

Re: Amendment No. 1 to Incidence Pricing Agreement

Dear Jamie:

This letter agreement confirms our agreement to amend the Incidence Pricing Agreement between Coca-Cola Bottling Co. Consolidated and The Coca-Cola Company, Coca-Cola North America Division, dated as of March 16, 2009 (the "Pricing Agreement").

Pursuant to this letter agreement, the first sentence of paragraph 2 of the Pricing Agreement is deleted in its entirety and replaced with the following sentence:

"The Program shall be for a minimum of three years beginning on January 1, 2009, and shall end on December 31, 2011, unless terminated earlier by either party as permitted herein or renewed or extended by mutual written agreement of the parties (the "Term")."

If this letter accurately sets forth our understanding and agreement, please sign below and return one copy to the undersigned for our files.

Sincerely,

/s/ Alan Rabb

Alan Rabb
Vice President, Franchise & Commercial Operations
Coca-Cola North America

AGREED this 27th day of December, 2010:

Coca-Cola Bottling Co. Consolidated

By: /s/ James E. Harris

Printed Name: James E. Harris
Title: Senior Vice President and Chief Financial
Officer