

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
FORM 10-K/A-2

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 29, 1996  
Commission file number 0-9286

COCA-COLA BOTTLING CO. CONSOLIDATED  
(Exact name of Registrant as specified in its charter)

DELAWARE

56-0950585

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

1900 REXFORD ROAD, CHARLOTTE, NORTH CAROLINA 28211  
(Address of principal executive offices) (Zip Code)

(704) 551-4400  
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:

Common Stock, \$1.00 par value  
(Title of Class)

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 Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No\_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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.\_\_\_\_

State the aggregate market value of voting stock held by non-affiliates of the Registrant.

	MARKET VALUE AS OF MARCH 10, 1997
Common Stock, \$1 par value	\$267,413,000
Class B Common Stock, \$1 par value	*

\*No market exists for the shares of Class B Common Stock, which is neither registered under Section 12 of the Act nor subject to Section 15(d) of the Act. The Class B Common Stock is convertible into Common Stock on a share for share basis at the option of the holder.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

CLASS	OUTSTANDING AS OF MARCH 10, 1997
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Common Stock, \$1 Par Value	7,044,985
Class B Common Stock, \$1 Par Value	1,319,862

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Proxy Statement to be filed pursuant to Section 14 of the Exchange Act with respect to 1996 Annual Meeting of Shareholders.....Part III, Items 10-13

The Registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the fiscal year ended December 29, 1996, which was filed with the Commission on March 25, 1997, as set forth in the pages attached hereto:

A. Part IV, Item 14 A.3(ii) of the Annual Report on Form 10-K is amended to reflect the filing of Exhibit (99.1), "Information, Financial Statements and Exhibits required by Form 11-K with Respect to the Coca-Cola Bottling Co. Consolidated Savings Plan."

B. Exhibit (99.1), "Information, Financial Statements and Exhibits Required by Form 11-K with Respect to the Coca-Cola Bottling Co. Consolidated Savings Plan" is filed pursuant to Rule 15d-21 of the Securities Act of 1934. The information is filed separately under cover of Form SE.

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

COCA-COLA BOTTLING CO. CONSOLIDATED  
(Registrant)

By: \_\_\_\_\_  
David V. Singer  
Vice President & Chief Financial Officer

Dated: June 27, 1997