
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):

June 22, 2005

COCA-COLA BOTTLING CO. CONSOLIDATED

(Exact Name of Registrant as Specified in 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 8.01. Other Events.

On June 22, 2005, Coca-Cola Bottling Co. Consolidated (the "Company") issued a press release announcing the expiration of its offer to exchange new 5.00% Senior Notes due June 15, 2016 for up to \$200,000,000 of its outstanding \$250,000,000 6³/₈% Debentures due May 1, 2009 and its \$100,000,000 7.20% Debentures due July 1, 2009. A copy of the press release is being filed as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.**(c) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued June 22, 2005 announcing expiration of the Company's exchange offer.

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: June 23, 2005

By: _____ /s/ Steven D. Westphal

Steven D. Westphal
Principal Financial Officer of the Registrant
and
Senior Vice President and Chief Financial Officer

**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>
99.1	Press release issued June 22, 2005 announcing expiration of the Company's exchange offer.

News Release



Media Contact: Lauren C. Steele
VP Corporate Affairs
704-557-4551

Investor Contact: Clifford M. Deal, III
VP Treasurer
704-557-4633

FOR IMMEDIATE RELEASE

June 22, 2005

Symbol: COKE**Quoted:** The Nasdaq Stock Market (National Market)

**Coca-Cola Bottling Co. Consolidated
Announces Expiration of Exchange Offer**

CHARLOTTE, NC— Coca-Cola Bottling Co. Consolidated (the “Company”) today announced the expiration of its offer to exchange up to \$200,000,000 principal amount of its outstanding \$250,000,000 6³/₈% Debentures due May 1, 2009 (the “6³/₈% Debentures”) and its \$100,000,000 7.20% Debentures due July 1, 2009 (the “7.20% Debentures” and, together with the 6³/₈% Debentures, the “Old Debentures”) for a new series of 5.00% Senior Notes due June 15, 2016 (the “New Notes”) and cash. The exchange offer expired at 12:00 midnight, New York City time, on June 21, 2005.

As of the expiration date, holders had validly tendered and not withdrawn \$164.8 million aggregate principal amount of Old Debentures, consisting of \$122.2 million aggregate principal amount, or approximately 48.9%, of the 6³/₈% Debentures and \$42.6 million aggregate principal amount, or approximately 42.6%, of the 7.20% Debentures. The Company will accept all of the Old Debentures validly tendered and not withdrawn as of the expiration date. Upon settlement of the exchange offer, the Company will issue \$164.8 million aggregate principal amount of New Notes and will pay a premium in cash of approximately \$13.9 million that the Company expects to amortize ratably over the term of the New Notes. Settlement of the exchange offer is expected to occur on Friday, June 24, 2005.

The New Notes will be issued only to holders of Old Debentures that have certified certain matters to the Company, including their status as “qualified institutional buyers” within the meaning of Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The New Notes have not been registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to purchase any securities or a solicitation of an offer to sell any securities. The exchange offers are being made only pursuant to an offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

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Cautionary Information Regarding Forward-Looking Statements

Certain statements in this press release and other information that the Company makes publicly available from time to time may constitute “forward-looking statements” within the meaning of the Federal Securities Litigation Reform

Act of 1995. Such statements are based on currently available competitive, financial and economic data along with our 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. Among the events or uncertainties which could adversely affect future periods are: lower than expected net pricing resulting from increased marketplace competition; an inability to meet performance requirements for expected levels of marketing funding support payments from The Coca-Cola Company or other beverage companies; changes in how significant customers market or promote our products; reduced advertising and marketing spending by The Coca-Cola Company or other beverage companies; an inability to meet requirements under bottling contracts with The Coca-Cola Company or other beverage companies; the inability of our aluminum can or PET bottle suppliers to meet our demand; significant changes from expectations in the cost of raw materials; higher than expected insurance premiums and fuel costs; lower than anticipated return on pension plan assets; higher than anticipated health care costs; unfavorable interest rate fluctuations; higher than anticipated cash payments for income taxes; unfavorable weather conditions; significant changes in consumer preferences related to nonalcoholic beverages; an inability to increase selling prices, increase bottle/can volume or reduce expenses to offset higher raw material costs; reduced brand and packaging innovation; significant changes in credit ratings impacting the Company's ability to borrow; terrorist attacks, war or other civil disturbances or national emergencies; and changes in financial markets. Any forward-looking statements in this news release should be read in conjunction with the detailed cautionary statements found on pages 34, 35 and 36 of the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2005. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

—Enjoy Coca-Cola—