

COCA COLA BOTTLING CO CONSOLIDATED /DE/  
Form FWP  
April 03, 2009

**Filed Pursuant to Rule 433**  
**Registration Statement No. 333-155635**  
April 2, 2009

**Coca-Cola Bottling Co. Consolidated**  
**\$110,000,000 7.00% Notes due 2019**  
**Pricing Term Sheet**

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| <b>Issuer:</b>                       | Coca-Cola Bottling Co. Consolidated  |
| <b>Security:</b>                     | 7.00% Notes due 2019   |
| <b>Size:</b>                         | \$110,000,000  |
| <b>Maturity Date:</b>                | April 15, 2019   |
| <b>Coupon:</b>                       | 7.00%  |
| <b>Interest Payment Dates:</b>       | April 15 and October 15, commencing October 15, 2009   |
| <b>Price to Public:</b>              | 98.238%  |
| <b>Benchmark Treasury:</b>           | UST 2.750% due February 15, 2019   |
| <b>Benchmark Treasury Yield:</b>     | 2.752%   |
| <b>Spread to Benchmark Treasury:</b> | + 449.8 bps  |
| <b>Yield:</b>                        | 7.25%  |
| <b>Make-Whole Call:</b>              | T + 50 bps   |
| <b>Expected Settlement Date:</b>     | April 7, 2009  |
| <b>CUSIP:</b>                        | 191098 AJ 1  |
| <b>Anticipated Ratings:</b>          | Baa2 (Stable) by Moody's Investors Service, Inc.<br>BBB (Stable) by Standard & Poor's Ratings Services |
| <b>Joint Book-Running Manager:</b>   | Citigroup Global Markets Inc.<br>Wachovia Capital Markets, LLC<br>SunTrust Robinson Humphrey, Inc.     |
| <b>Co-Managers:</b>                  | BB&T Capital Markets<br>J.P. Morgan Securities Inc.<br>Rabo Securities USA, Inc.                       |

**Use of Proceeds:** Coca-Cola Bottling Co. Consolidated will use the net proceeds to repay at maturity a portion of the \$119.3 million aggregate principal amount outstanding of its 6.375% Debentures due May 1, 2009.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407, Wachovia Capital Markets, LLC toll free at 1-800-326-5897 or SunTrust Robinson Humphrey, Inc. toll free at 1-800-685-4786.**