

KROGER CO
Form 3
April 14, 2003

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF 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

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hours per response. . . . 0.5

1. Name and Address of Reporting Person*

Phillips, Susan M.

(Last) (First) (Middle)

**George Washington University
710 21st St., Government Hall - Suite 206**

(Street)
Washington, DC 20052

(City) (State) (Zip)

2. Date of Event

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Requiring Statement
Month/Day/Year

04/10/2003

3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

4. Issuer ~~name~~ or Trading Symbol

The Kroger Co.
KR

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

Description

6. If Amendment,
Date of Original
(Month/Day/Year)

7. Individual or Joint/Group
Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

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(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr.4)

3. Ownership Form:

Direct (D)

or

Indirect (I)

(Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Common Stock

-0-

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

1. Title of Derivative Security
(Instr. 4)
2. Date Exercisable(DE) and
Expiration Date(ED)
(Month/Day/Year)

DE / ED

3. Title and Amount of Underlying Securities (Instr. 4)

Title / Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr.5) 6. Nature of Indirect Beneficial Ownership (Instr.5)

Explanation of Responses:

By: Date: /s/ Susan M. Phillips 04/10/2003 ** Signature of Reporting Person

SEC 1473 (07-02)

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

* If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.