Edgar Filing: KROGER CO - Form 4

KROGER CO									
Form 4									
April 02, 2007									
FORM 4 UNITED S							PPROVAL		
Washington, D.C. 20549						OMB Number:	3235-0287		
Check this box if no longer CTATED VENTE OF CHANGES IN DENERGIAL ON OF CHANGES IN						Expires:	January 31,		
subject to STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated average			
Section 16.	SECURITIES					burden hours per			
Form 4 or						response	0.5		
abligations	uant to Section 10								
may continue. Section 17(a See Instruction) of the Public Ut 30(h) of the Inv	•	U	• •		n			
1(b).									
(Print or Type Responses)									
1. Name and Address of Reporting P LAMACCHIA JOHN T	erson <u>*</u> 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
	KROGE	R CO [K	R]		(Check all applicable)				
(Last) (First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Check an applicable)				
	(Month/D	(Month/Day/Year)			_X_ Director	10%	6 Owner		
7800 DEER CROSSING	03/31/20	03/31/2007				Officer (give titleOther (specify below)			
(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CINCINNATI, OH 45243					Person				
(City) (State) (A	Zip) Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D) 4 and 5) (A) or	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
0		Code V	Amount	(D) Price	(mout, 5 and +)				
Common Stock					47,000	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	03/31/2007		А	845.9743		(2)	(2)	Common Stock	845.9743

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAMACCHIA JOHN T 7800 DEER CROSSING CINCINNATI, OH 45243	Х						
Signatures							

Signatures

/s/ John T. LaMacchia, by Bruce M. Gack, Attorney-in-Fact

**Signature of Reporting Person

04/02/2007 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of Kroger.

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.