Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 April 11, 200)7									
FORM								OMB AF	PROVAL	
-	UNITED	STATES SECU W	RITIES A ashington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHI SECURITIES				Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a	a) of the Public 30(h) of the 3	Jtility Hole	ding Con	ipany	Act of	1935 or Section			
(Print or Type R	Responses)									
CLENDENIN JOHN L Symbol			r Name and Ticker or Trading ER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		of Earliest Ti	-			(Check	k all applicable)	
4079 POST		,	Day/Year)	ansaction			X Director Officer (give below)		Owner or (specify	
			nendment, Da onth/Day/Year	ndment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WINSTON,	GA 30187						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/10/2007		M	4,000	A	\$ 13.44	42,000	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. Transactic Code (Instr. 8)	5. Number of Derivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Non-Qualified Stock Option	\$ 13.44	04/10/2007		М	4,000	(1)	05/15/2007	Common Stock	4,00

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	Pirector 10% Owner Offi		Other	
CLENDENIN JOHN L 4079 POST RD. WINSTON, GA 30187	Х				
Signatures					
/s/ John L. Clendenin, by Bruce Attorney-in-Fact	ζ,		04/11/2007		
**Signature of Reporti	ng Person			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) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.

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.