Edgar Filing: KROGER CO - Form 4

KROGER CO	C										
Form 4											
September 21											
FORM	4 UNITE	D STATES		CITIES A shington,			NGE (COMMISSION	OMB AI OMB Number:	PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Check this box STATEMENT OF CHAN STATEMENT OF CHAN Filed pursuant to Section 10 Section 17(a) of the Public Ut				GES IN BENEFICIAL OWNERSHIP SECURITIES 6(a) of the Securities Exchange Act of 193 tility Holding Company Act of 1935 or Securities westment Company Act of 1940				ge Act of 1934, f 1935 or Sectior	January 3 Expires: 200 Estimated average burden hours per response 0		
See Instru 1(b).	ction	50(II)	of the fit	vestillellt	Company	y Aci	01 19	+0			
(Print or Type R	esponses)										
Williams R. Pete Symbol			Symbol	ssuer Name and Ticker or Trading bol OGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month/ 1014 VINE STREET 09/20/2			(Month/D	Date of Earliest Transaction fonth/Day/Year) /20/2007 If Amendment, Date Original				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) <u>below</u>) Senior Vice President			
			4. If Ame					6. Individual or Joint/Group Filing(Check			
CINCINNA	ГІ, ОН 45202		Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Aco	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	med on Date, if	3.	4. Securit on(A) or Dis (D) (Instr. 3, 4	ies Ac sposed	equired l of	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
Common Stock	09/20/2007			A	10,000 (1)	A	\$ 0	46,572.1684 (2)	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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Williams R. Pete 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				
Signatures							
R. Pete Williams, by Bruce M. Attorney-in-Fact	09/21/2007						
<u>**</u> Signature of Reporting	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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as follows: 2,500 shares on 9/19/2008; 2,500 shares on 9/19/2009; 5,000 shares on 9/20/2010.
- (2) The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are deemed to be 'tax-conditioned plans' pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

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.