Edgar Filing: KROGER CO - Form 4

KROGER CO												
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January 02, 200)8											
FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of						ge Act of 1934,	Expires:January 31 200Estimated average burden hours per response0.					
may continu See Instructi 1(b).	le.		Public Uti of the Inv	•	•	• •		f 1935 or Sectio 40	'n			
(Print or Type Res	ponses)											
1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]			5. Relationship of Reporting Person(s) to Issuer						
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)				
C/O THE KROGER CO.,, 1014 VINE STREET			(Month/Day/Year) 12/31/2007			X_ Director10% Owner Officer (give titleOther (specify below) below)						
	(Street) 4. If Amendment, Date Filed(Month/Day/Year)				e Original	nal 6. Individual or Joint/Group Filing(Che Applicable Line) _X_ Form filed by One Reporting Person				-		
CINCINNATI	, OH 45202								More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
	arity (Month/Day/Year) Execution Date, if			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock				Coue V	mount	(D)	THEE	7,000	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 ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		Expiration Date (Month/Day/Year) or D)		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>	12/31/2007		А	766.3188		(2)	(2)	Common Stock	766.3188

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х							
Signatures								

/s/ Ronald L. Sargent, by Bruce M. Gack, Attorney-in-Fact

**Signature of Reporting Person

01/02/2007 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.