## Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4	, ,											
<u> </u>	April 01, 2008									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or	r STAT								Expires: Estimated a burden hou response	irs per		
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940												
(Print or Type Re	esponses)											
1. Name and Address of Reporting Person <u>*</u> LAMACCHIA JOHN T			2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]				g	5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008			_X_Director10% Owner Officer (give titleOther (specify below)below)						
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check						
Filed(Mont CINCINNATI, OH 45202				led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Π-11-	I N. D		•	•	Person	6 D			
1.Title of Security (Instr. 3)	e of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			e I - Non-Derivative Securities Ac 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			r ) 5)	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								50,100	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)	ransactionDerivative ode Securities		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>	03/31/2008		А	851.7721		(2)	(2)	Common Stock	851.7721

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
LAMACCHIA JOHN T C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х						
Signatures							

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

\*\*Signature of Reporting Person

04/01/2008 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).
- Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred (1) compensation account.
- Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of (2) 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.