KROGER CO Form 4 July 09, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: Expires:

OMB

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Form 5 obligations may continue. See Instruction 1(b).

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 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHLOTMAN J MICHAEL			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)		
			(Month/Day/Year)	Director 10% Owner		
1014 VINE STREET			07/08/2008	X Officer (give title Other (specify below)		
				Senior Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45202				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acqui	red, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIISU. 4)	
Common Stock	07/08/2008		M	50,000	A	\$ 16.5938	140,885.8028	D	
Common Stock	07/08/2008		S	4,765	D	\$ 29.885	136,120.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.89	136,020.8028	D	
Common Stock	07/08/2008		S	3,100	D	\$ 29.895	132,920.8028	D	
Common Stock	07/08/2008		S	350	D	\$ 29.835	132,570.8028	D	

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Common Stock	07/08/2008	S	100	D	\$ 29.846	132,470.8028	D
Common Stock	07/08/2008	S	5,300	D	\$ 29.815	127,170.8028	D
Common Stock	07/08/2008	S	1,600	D	\$ 29.82	125,570.8028	D
Common Stock	07/08/2008	S	1,400	D	\$ 29.805	124,170.8028	D
Common Stock	07/08/2008	S	2,535	D	\$ 29.795	121,635.8028	D
Common Stock	07/08/2008	S	770	D	\$ 29.8	120,865.8028	D
Common Stock	07/08/2008	S	1,400	D	\$ 29.81	119,465.8028	D
Common Stock	07/08/2008	S	600	D	\$ 29.83	118,865.8028	D
Common Stock	07/08/2008	S	200	D	\$ 29.89	118,665.8028	D
Common Stock	07/08/2008	S	800	D	\$ 29.88	117,865.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.9	117,765.8028	D
Common Stock	07/08/2008	S	300	D	\$ 29.91	117,465.8028	D
Common Stock	07/08/2008	S	200	D	\$ 29.905	117,265.8028	D
Common Stock	07/08/2008	S	900	D	\$ 29.915	116,365.8028	D
Common Stock	07/08/2008	S	665	D	\$ 29.875	115,700.8028	D
Common Stock	07/08/2008	S	700	D	\$ 29.865	115,000.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.849	114,900.8028	D
Common Stock	07/08/2008	S	500	D	\$ 29.7601	114,400.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.8175	114,300.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.819	114,200.8028	D
	07/08/2008	S	100	D	\$ 29.809	114,100.8028	D

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Common Stock							
Common Stock	07/08/2008	S	1,800	D	\$ 29.78	112,300.8028	D
Common Stock	07/08/2008	S	900	D	\$ 29.825	111,400.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.829	111,300.8028	D
Common Stock	07/08/2008	S	3,400	D	\$ 29.7801	107,900.8028	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.

SEC 1474

(9-02)

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

De Se	Title of erivative courity astr. 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
	on-Qualified tock Option	\$ 16.5938	07/08/2008		M	50,000	<u>(1)</u>	02/11/2010	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address]	Relationships				
reporting 6 wher runte / runtess	Director	10% Owner	Officer	Other			
SCHLOTMAN J MICHAEL 1014 VINE STREET			Senior Vice President				
CINCINNATI, OH 45202			Semor vice resident				

Signatures

/s/ Michael J. Schlotman, by Bruce M. Gack,
Attorney-in-Fact

07/09/2008

**Signature of Reporting Person Date

Reporting Owners 3

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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.