KROGER CO Form 4 December 15, 2008

FORM 4

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

OMB 3

Estimated average

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31,

2005

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations

may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

VAN OFLEN MARY ELIZABETH			2. Issuer Name and ymbol IROGER CO [K		ding	Issuer (Check all applicable)			
(Last) 1014 VINE	` ,	(M	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2008			(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) Vice President & Controller			
an.an.n.	(Street)		If Amendment, Da	C		6. Individual or Jos Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	son	
(City)	ATI, OH 45202 (State)	(Zip)	Table I - Non-D	erivative Seco	ırities Acq	Person uired, Disposed of,			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if Transaction	4. Securities A (A) or Dispos (Instr. 3, 4 and (A) O Amount (E)	ed of (D) d 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 o Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/15/2008		S	0.2503 D	\$ 25.65	22,038.6074 ₍₁₎	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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAN OFLEN MARY ELIZABETH 1014 VINE STREET CINCINNATI, OH 45202

Vice President & Controller

Signatures

/s/ Mary Elizabeth Van Oflen, by Bruce M. Gack, Attorney-in-Fact

12/15/2008

**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) 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.

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