#### Edgar Filing: KROGER CO - Form 4

KROGER CO	C											
Form 4												
January 05, 2	009											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								ONID	3235-0287			
Check this	s box		vv as	nington,	D.C. 203	949			Number:	January 31,		
if no longer STATEMENT OF CHANGES IN BENEFICIA						стат		NFRSHIP OF	Expires:	2005		
subject to								Estimated	•			
Section 16. SECURITIES Form 4 or								burden hours per response 0.5				
Form 5	Filed	pursuant to	Section 16	6(a) of the	e Securiti	es Ex	chang	ge Act of 1934,	reepenee	0.0		
obligation may conti	<sup>IS</sup> Section	-						of 1935 or Section	on			
See Instru		30(h)	) of the Inv	vestment	Company	y Act	of 19	40				
1(b).												
(Print or Type R	esponses)											
1 Name and Ad	ddress of Report	ting Person *	2 Issuer	Nama and	Tieker or J	Fradin	a	5. Relationship o	f Reporting Per	son(s) to		
LAMACCH	-	ing reison _		2. Issuer Name <b>and</b> Ticker or Trading Symbol				Issuer				
			•	KROGER CO [KR]								
(Lost) $(Einst)$ $(Midule)$								(Check all applicable)				
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>12/31/2008</li></ul>					X Director	109	6 Owner		
								Officer (give title Other (specify				
								below)	below)	below)		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)				Applicable Line)				
		• •				_X_Form filed by One Reporting Person Form filed by More than One Reporting						
CINCINNA	ГІ, ОН 45202	2						Person	More than One R	eporting		
(City)	(State)	(Zip)	Τ-11	I N. D		•	••••	· . 1 D' 1	6 D 6			
	. ,						ties Ac	quired, Disposed o		•		
1.Title of Security	2. Transaction (Month/Day/Y		emed 3. 4. Se on Date, if TransactionAcqu			curities		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	(Wolldin/Day/1	any	ion Date, n	Code	Disposed of (D)			(D) or	Beneficial			
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,			Owned	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common					rinount		Thee	52.250	D			
Stock								53,350	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. Transactic Code (Instr. 8)	<ul> <li>5. Number of</li> <li>5. Number of</li> <li>ctiorDerivative</li> <li>Securities</li> <li>3) Acquired (A) or</li> <li>Disposed of (D)</li> <li>(Instr. 3, 4, and</li> <li>5)</li> </ul>		erivative Expiration Date (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4, and		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>	12/31/2008		А	526.1248		(2)	(2)	Common Stock	526.1248

## **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

01/05/2008 Date

### \*\*Signature of Reporting Person

# **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.