KROGER CO Form 5

February 22, 2011

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Dougherty Kevin M Symbol KROGER CO [KR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner Other (specify X _ Officer (give title 01/29/2011 below) below) 1014 VINE STREET Group Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CINCINNATI, OHÂ 45202 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction Securities Ownership Indirect Execution Date, if Acquired (A) or Form: Direct (Instr. 3) Code Disposed of (D) Beneficially Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end of (D) or Ownership Issuer's Fiscal Indirect (I) (Instr. 4) (A) Year (Instr. 4) or (Instr. 3 and 4) (D) Amount Price Common 50,416.7129 Â Â Â Â Â Â Â D Stock (1)(2)Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Non-Qualified Stock Option	\$ 22.45	Â	Â	Â	Â	Â	(3)	04/06/2011	Common Stock	9,00
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(4)	05/10/2011	Common Stock	4,50
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(3)	05/10/2011	Common Stock	4,50
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(5)	05/09/2012	Common Stock	4,50
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(3)	05/09/2012	Common Stock	4,50
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	(3)	12/12/2012	Common Stock	10,00
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	(3)	05/06/2014	Common Stock	30,00
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	(3)	05/05/2015	Common Stock	30,00
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	(3)	05/04/2016	Common Stock	15,00
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	(3)	06/28/2017	Common Stock	15,00
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	(3)	06/26/2018	Common Stock	15,00
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	(3)	06/25/2019	Common Stock	15,00
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	(3)	06/24/2020	Common Stock	15,00

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dougherty Kevin M

1014 VINE STREET Group Vice President CINCINNATI, OHÂ 45202

Cianaturas

Signatures

/s/ Kevin M.
Dougherty
02/21/2011

**Signature of Date
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).
- Between January 30, 2010 and January 29, 2011, the reporting person acquired 876.1292 shares of Kroger common stock in the (1) 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 by plan trustees.
- (2) 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.
- (3) 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.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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