Edgar Filing: KROGER CO - Form 5

Form 5										
February 22, 2011				OMB AP	PROVAL					
FORM 5 U. Check this box if no longer subject	NITED STATES	OMB Number: Expires:	3235-0362 January 31, 2005							
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction	ANNUAL ST		Estimated av burden hours response	verage						
1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or SectionReportedForm 4TransactionsReported										
1. Name and Address of Reporting Person <u>*</u> Dougherty Kevin M		2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of I Issuer	1 0						
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(Check Director	all applicable)	Owner					
1014 VINE STREET	Г	01/29/2011	X Officer (give below) Group	title Other below) Vice President	c (specify					
(Stree	t)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi		rting					
CINCINNATI. OF	IÂ 45202		(check	applicable line)						

CINCINNATI, OHÂ 45202

KROGER CO

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative See	curitie	es Acqu	iired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, -	(A) of of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	50,416.7129 (1) (2)	D	Â

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 2270 (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)		vative rities uired or osed O) r. 3,	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 Numbe 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	(<u>3)</u>	06/24/2020	Common Stock	15,00

Reporting Owners

Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dougherty Kevin M 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Group Vice President	Â		
Signatures						
/s/ Kevin M. Dougherty 02/2	21/2011					
<u>**</u> Signature of	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).
- 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%

(4) appreciation from the option price. Therearter, 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%

- (5) appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13%
 (5) 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.