KROGER CO Form 4 June 28, 2011

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

3235-0287 Number:

2005

0.5

January 31, Expires:

Estimated average burden hours per response...

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

Washington, D.C. 20549

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARCLAY KATHLEEN S		Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	KROGE									
(Last)	(First) (N	Middle) 3. Date of	Earliest Tra	insaction						
		(Month/D	ay/Year)				Director		Owner	
THE KROG STREET	ER CO., 1014 V	INE 06/24/20	011				_X_ Officer (give below)	below)	er (specify	
STREET							Senic	or Vice Presider	ıt	
	(Street)	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line)			
CINCINNA	TI, OH 45202						_X_ Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip) Table	e I - Non-Do	erivative S	ecuri	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		nsaction(A) or Disposed of			Securities		Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)	(IIISII. 4)	(IIISII. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/24/2011		F	601 <u>(1)</u>	D	\$ 24.5	63,164	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARCLAY KATHLEEN S THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Senior Vice President

Signatures

/s/ Kathleen S. Barclay, by Bruce M. Gack, Attorney-in-Fact

06/28/2011

**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) Payment of tax liability associated with restricted stock.

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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