Edgar Filing: KROGER CO - Form 4/A

VDOCED CO

Form 4/A												
July 05, 2011	4 _{UNITEI}	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								OMB APPROVAL OMB 3235-0287 Number:		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATE Filed p e. Section 1									Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type Resp	ponses)											
			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				5	 Relationship of Reporting Person(s) to Issuer (Check all applicable) 				
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)	Street) 4. If Amendment Filed(Month/Day/ 10/01/2010			ay/Year) Applicable Line) _X_ Form filed by C			bint/Group Filing(Check				
CINCINNATI,	OH 45202							Person	More than One Ro	eporting		
(City)	(State)	(Zip)					ies Aco	quired, Disposed o		-		
	. Transaction E Month/Day/Ye	ar) Execution any	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or)	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 of Indirect Beneficial Ownership (Instr. 4)		
Common Stock								57,600	D			

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

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 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)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	09/30/2010		А	1,043.9165		(2)	(2)	Common Stock	1,043.91

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	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

**Signature of Reporting Person

07/05/2011 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) 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.

Remarks:

Due to an inadvertent accounting error made by the Company, the amount of phantom shares acquired by the Reporting Person

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.