KROGER CO Form 4 July 16, 2012

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SHACKOULS BOBBY S			2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Circ	cek un application	<i>C)</i>	
			(Month/Da	ay/Year)				_X_ Director		6 Owner
C/O THE K VINE STRI	ROGER CO.,, EET	1014	07/12/20	012				Officer (giv	below)	er (specify
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CINCINNA	ATI, OH 45202		Filed(Mont	th/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	any		Execution Date, if Transac		4. Securities actionAcquired (A) or Disposed of (D) 8) (Instr. 3, 4 and 5)			Securities Form: Direct Indirect Beneficially (D) or Benefic Owned Indirect (I) Owners		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common				Code V	Amount 5,500	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock	07/12/2012			A	(1)	A	\$ 0	35,250	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)

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

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)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qua Stock Op	\$ 21.96	07/12/2012		A	6,500	(2)	07/12/2022	Common Stock	6,50

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SHACKOULS BOBBY S C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	X					

#### **Signatures**

/s/ Bobby S. Shackouls, by Bruce M. Gack, Attorney-in-Fact

07/16/2012

\*\*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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 50% one year from the date of the award, and as to 50% two years from the date of the award.
- 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.

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.

Reporting Owners 2