KROGER CO Form 4

December 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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)

12/03/2012

Stock

	Address of Reporting Person EN MARY ELIZABET	H Symbol	•				5. Relationship of Reporting Person(s) to Issuer			
		KROGE	ER CO [KR]			(Chec	ck all applicable	e)		
(Last)	(First) (Middle)	3. Date of	Earliest Transact	on		`	**	,		
THE KROO STREET	GER CO., 1014 VINE		(Month/Day/Year) 12/03/2012				Director 10% Owner X Officer (give title Other (specify below) below) Vice President & Controller			
	(Street)	4. If Amer	ndment, Date Orig	inal		6. Individual or Jo	oint/Group Filin	ıg(Check		
		Filed(Mon	th/Day/Year)			Applicable Line)				
CINCINNA	ATI, OH 45202					_X_ Form filed by N Form filed by N Person	One Reporting Pe More than One Re			
(City)	(State) (Zip)	Table	e I - Non-Derivat	ve Secu	rities Acc	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	eemed ation Date, if th/Day/Year)	Transaction(A) o	Dispose 3, 4 and (A) or	15)	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	12/03/2012		M 4,00) A	\$ 17.31	31,200.0179	D			
Common	12/03/2012		\$ 4.00) П	\$	27,200.0179	D			

4,000 D

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

S

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26.79 (1)

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 17.31	12/03/2012		M	4,000	(2)	05/06/2014	Common Stock	4,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VAN OFLEN MARY ELIZABETH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Vice President & Controller

Signatures

/s/ Mary Elizabeth Van Oflen, by Bruce M. Gack, Attorney-in-Fact

12/04/2012

**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) 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.
- 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