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KROGER CO

Form 4 June 25, 201	.3										
FORN Check th if no long subject to	I 4 UNITEI ^{iis box}		ATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 NT OF CHANGES IN BENEFICIAL OWNERSHIP OF						OMB Number: Expires:	PROVAL 3235-0287 January 31, 2005	
subject to Section 16. Form 4 or Form 5 obligations may continue.SECURITIESEstimated average burden hours per responseForm 5 obligations may continue. See Instruction 1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940Estimated average burden hours per response											
(Print or Type]	Responses)										
DONNELLY MICHAEL JOSEPH Symbol			ssuer Name and Ticker or Trading bol OGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)			
				(Month/Day/Year) 06/21/2013				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
					endment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	TI, OH 45202							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (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 Et Beneficial Ownership (Instr. 4)		
Common Stock	06/21/2013			Code V F	Amount 792 <u>(1)</u>	(D) D	Price \$ 33.77	(insu: 5 and 1) 65,399.5793	D		
Common Stock	06/24/2013			F	495 <u>(1)</u>	D	\$ 33.99	64,904.5793 (2)	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)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				
Signatures							
/s/ Michael J. Donnelly, by Paul W. Attorney-in-Fact	06/25/2013						
<u>**</u> Signature of Reporting I	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.
- (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.

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.