KROGER CO Form 4 July 16, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number:

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Check this box

if no longer

Section 16.

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

07/15/2013

(Print or Type Responses)

1. Name and Address of Reporting Person Clark Robert W			Symbol	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]					S. Relationship of Reporting Person(s) to Issuer			
(Last) 1014 VINE	(First)	(Middle)	3. Date of (Month/E) 07/12/2	ay/Year)				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Group Vice President				
CINCINNA	(Street) ATI, OH 4520	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	(A) or	d of (D) 5) Price	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	07/12/2013			F	198 (1)	D	\$ 37.63	29,622.2405	D			

6,750

(2)

\$0

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

A

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.

36,372.2405

(3)

D

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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			3A. Deemed			6. Date Exercisable and		7. Title and Amoun	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if TransactionDerivative		Expiration Date		Underlying Securit		
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
						Date	Expiration		or
						Exercisable	Date	Title	Num
				Code V	(A) (D)	Exercisacio	Buie		of Sh
				Code ,	(11) (2)				OI DI
Non-Qualified	¢ 27.76	07/15/2012			15 000	(4)	07/15/2022	Common	15 (
Stock Option	3 1 / D	07/15/2013		A	15,000	<u>(4)</u>	07/15/2023	Stock	15,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Clark Robert W 1014 VINE STREET CINCINNATI, OH 45202

Group Vice President

Signatures

/s/ Robert W. Clark, by Bruce M. Gack, Attorney-in-Fact

07/16/2013

**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.
- (2) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse 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 award.
- (3) 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.
- (4) 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.

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