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KROGER CO

KROGER C Form 4	0									
July 16, 201								OMB AF	PPROVAL	
	4 UNITED S		SECURITIES AND EXCHANGE CO Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may cont <i>See</i> Instr 1(b).	er 5 66. 5 7 Filed pur ns 5 5 5 5 5 5 5 5 5 5 5 5 5	IENT OF CHAI suant to Section a) of the Public U	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Expires: Estimated a burden hou response	•	
(Print or Type l	Responses)									
Foley Todd A Syn			2. Issuer Name and Ticker or Trading ymbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction (Check					k all applicable)		
			(Month/Day/Year) 07/12/2013				Director 10% Owner X_ Officer (give title Other (specify below) below) Vice President and Treasurer			
	(Street) 4. If Amendment, Date Filed(Month/Day/Year)) Applicable I _X_ Form fi			d by One Reporting Person		
CINCINNA	TI, OH 45202						Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	07/12/2013		Code V F	Amount 462 (1)		Price \$ 37.63	9,133	D		
Common Stock	07/15/2013		А	4,000 (2)	А	\$ 0	13,133	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. 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	Amoun or Numbe of Shares
Non-Qualified Stock Option	\$ 37.76	07/15/2013		А	9,000	(3)	07/15/2023	Common Stock	9,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Foley Todd A			Vice				
1014 VINE STREET			President a	nd			
CINCINNATI, OH 45202			Treasurer				
Signatures							
/s/ Todd A. Foley, by Bruce M. G Attorney-in-Fact	ack,	07/16/2013					
<u>**</u> Signature of Reporting Per	rson		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) 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.