Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 December 09												
									OMB APPROVAL			
Check this box				JRITIES AND EXCHANGE COMMISSION Jashington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				OMB Number:	3235-0287			
								NERSHIP OF	Expires: January 31 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17	(a) of the H	Public Ut		ling Cor	npan	y Act of	e Act of 1934, E 1935 or Section 40	·			
(Print or Type F	Responses)											
Sharp Erin S Symbol			Symbol	ROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(Month/D 1014 VINE STREET 12/06/20 (Street) 4. If Ame			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2013				Director 10% Owner X Officer (give title Other (specify below) below) Group Vice President				
			endment, Date Original onth/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				
(City)	(State)	(Zip)	Tabl	e I - Non-D) erivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	12/06/2013			Code V F	Amount 1,044 (1)	(D) D	Price \$ 40.44	(Instr. 3 and 4) 19,967.0864 (2)	D			

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transacti Code (Instr. 8)	5. orNumber 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				
Sharp Erin S 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President					
Signatures								
/s/ Erin S. Sharp, by Bruce M. Attorney-in-Fact	12/09/2013							
**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) 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.