

KROGER CO
Form 5
February 19, 2014

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
DILLON DAVID B

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

THE KROGER CO., 1014 VINE STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 804,296.9373 (1) (2) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 173,413 | I | by Trust/Spouse |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 133,979 | I | by Trust/Family |

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

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SEC 2270 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Non-Qualified Stock Option | \$ 16.385 | Â | Â | Â | Â Â | Â (3) 05/05/2015 | Common Stock 300,0 |
| Non-Qualified Stock Option | \$ 19.94 | Â | Â | Â | Â Â | Â (3) 05/04/2016 | Common Stock 240,0 |
| Non-Qualified Stock Option | \$ 28.27 | Â | Â | Â | Â Â | Â (3) 06/28/2017 | Common Stock 220,0 |
| Non-Qualified Stock Option | \$ 28.61 | Â | Â | Â | Â Â | Â (3) 06/26/2018 | Common Stock 225,0 |
| Non-Qualified Stock Option | \$ 22.34 | Â | Â | Â | Â Â | Â (3) 06/25/2019 | Common Stock 225,0 |
| Non-Qualified Stock Option | \$ 20.16 | Â | Â | Â | Â Â | Â (3) 06/24/2020 | Common Stock 230,0 |
| Non-Qualified Stock Option | \$ 24.74 | Â | Â | Â | Â Â | Â (3) 06/23/2021 | Common Stock 283,6 |
| Non-Qualified Stock Option | \$ 21.96 | Â | Â | Â | Â Â | Â (3) 07/12/2022 | Common Stock 298,5 |
| Non-Qualified Stock Option | \$ 37.76 | Â | Â | Â | Â Â | Â (3) 07/15/2023 | Common Stock 298,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | Â X | Â | Â Chairman of the Board | Â |

Signatures

/s/ David B.
Dillon

02/19/2014

__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).
Between February 2, 2013 and February 1, 2014, the reporting person acquired 2,165.2451 shares of Kroger common stock in the
(1) 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 by plan trustees.
(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.
(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 provided 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.