

KROGER CO
Form 4
September 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON REUBEN V

(Last) (First) (Middle)

C/O THE KROGER CO.,, 1014
VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/24/2014		M	10,000	A \$ 16.6	74,990	D
Common Stock	09/24/2014		M	5,000	A \$ 19.525	79,990	D
Common Stock	09/24/2014		M	5,000	A \$ 23.1	84,990	D
Common Stock	09/24/2014		M	5,000	A \$ 26.21	89,990	D
Common Stock	09/24/2014		M	6,500	A \$ 26.14	96,490	D

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Common Stock	09/24/2014	M	5,200	A	\$ 20.06	101,690	D
Common Stock	09/24/2014	M	3,900	A	\$ 20.76	105,590	D
Common Stock	09/24/2014	M	3,900	A	\$ 24.74	109,490	D
Common Stock	09/24/2014	M	2,600	A	\$ 21.96	112,090	D
Common Stock	09/24/2014	S	47,100	D	\$ <u>(1)</u>	64,990	D

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

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SEC 1474
(9-02)

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 16.6	09/24/2014		M	10,000	<u>(2)</u> 12/09/2014	Common Stock	10,000
Non-Qualified Stock Option	\$ 19.525	09/24/2014		M	5,000	<u>(2)</u> 12/08/2015	Common Stock	5,000
Non-Qualified Stock Option	\$ 23.1	09/24/2014		M	5,000	<u>(2)</u> 12/07/2016	Common Stock	5,000
Non-Qualified Stock Option	\$ 26.21	09/24/2014		M	5,000	<u>(2)</u> 12/13/2017	Common Stock	5,000
Non-Qualified Stock Option	\$ 26.14	09/24/2014		M	6,500	<u>(2)</u> 12/11/2018	Common Stock	6,500
Non-Qualified Stock Option	\$ 20.06	09/24/2014		M	5,200	<u>(2)</u> 12/10/2019	Common Stock	5,200
Non-Qualified Stock Option	\$ 20.76	09/24/2014		M	3,900	<u>(2)</u> 12/09/2020	Common Stock	3,900

							Stock	
Stock Option								
Non-Qualified Stock Option	\$ 24.74	09/24/2014	M	3,900	(2)	06/23/2021	Common Stock	3,9
Non-Qualified Stock Option	\$ 21.96	09/24/2014	M	2,600	(2)	07/12/2022	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON REUBEN V C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202		X		

Signatures

/s/ Reuben V. Anderson, by Stacey M. Heiser,
Attorney-in-Fact

09/25/2014

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.05 to \$52.20, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) 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.

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