## Edgar Filing: KROGER CO - Form 4

**KROGER CO** 

Form 4	4 2015										
FORN	ПЛ								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: January 3 20 Estimated average burden hours per response			
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the	Public U		ding Cor	npan	y Act of	e Act of 1934, E 1935 or Section 40			
(Print or Type ]	Responses)										
DONNELLY MICHAEL JOSEPH Symbol				auf i fame una fiener er fraung				5. Relationship of Reporting Person(s) to Issuer			
				GER CO [KR]				(Check all applicable)			
(Last) THE KROC STREET	(First) GER CO., 1014 V	(Middle) VINE	3. Date of (Month/E 12/11/2	•	ansaction			Director X Officer (give below) Executiv		Owner er (specify	
				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	ATI, OH 45202							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D)	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	12/11/2015			F	3,091 (1)	D	\$ 41.08	222,760.251 (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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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						
I State and the second	Director	10% Owner	Officer	Other			
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Executive Vice President				
Signatures							
/s/ Michael J. Donnelly, by Stacey M Attorney-in-Fact	12/14/2015						
<u>**</u> Signature of Reporting Pe	erson		Date				
Evenlay attack of Deere							

## **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.