

KROGER CO  
Form 3  
April 26, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FIKE CARIN L		(Month/Day/Year)	KROGER CO [KR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/26/2017		
C/O THE KROGER CO.,Â 1014 VINE STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice President and Treasurer	
CINCINNATI,Â OHÂ 45202				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,409.5974 <sup>(1)</sup>	D	Â
Common Stock	3,019	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â (2)	06/26/2018	Common Stock	800	\$ 14.305	D	Â
Non-Qualified Stock Option	Â (2)	06/25/2019	Common Stock	4,000	\$ 11.17	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	4,000	\$ 10.08	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	4,000	\$ 12.37	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	6,000	\$ 10.98	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	3,000	\$ 18.88	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2024	Common Stock	6,000	\$ 24.665	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2025	Common Stock	3,010	\$ 38.33	D	Â
Non-Qualified Stock Option	Â (2)	07/13/2026	Common Stock	3,250	\$ 37.48	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	3,300	\$ 10.08	I	by Spouse
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	3,300	\$ 12.37	I	by Spouse
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	4,000	\$ 10.98	I	by Spouse
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	4,000	\$ 18.88	I	by Spouse
Non-Qualified Stock Option	Â (2)	07/15/2024	Common Stock	4,000	\$ 24.665	I	by Spouse
Non-Qualified Stock Option	Â (2)	07/15/2025	Common Stock	2,672	\$ 38.33	I	by Spouse
Non-Qualified Stock Option	Â (2)	07/13/2026	Common Stock	3,462	\$ 37.48	I	by Spouse

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

FIKE CARIN L  
C/O THE KROGER CO.                   Â           Â           Â Vice President and Treasurer   Â  
1014 VINE STREET  
CINCINNATI, OH 45202

## Signatures

/s/ Carin L. Fike                   04/26/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 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.
- (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. 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.