#### Edgar Filing: KROGER CO - Form 4

**KROGER CO** 

Form 4										
October 02, 2										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								-	PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or	er STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31 200 Estimated average burden hours per response 0.	
Form 5 obligations may continue. See Instruction 1(b). 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							'n			
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> LAMACCHIA JOHN T			2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last) (First) (Middle) 7800 DEER CROSSING			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2007				X_ Director 10% Owner Officer (give title Other (specify below) below)			
				Amendment, Date Original (Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
CINCINNAT	TI, OH 45243						Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
(Instr. 3) any				4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Common Stock							47,000	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)	<ul> <li>5. Number of</li> <li>5. Number of</li> <li>5. Securities</li> <li>6. Acquired (A) or</li> <li>Disposed of (D)</li> <li>(Instr. 3, 4, and</li> <li>5)</li> </ul>		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	09/30/2007		А	759.4274		(2)	(2)	Common Stock	759.4274

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LAMACCHIA JOHN T 7800 DEER CROSSING CINCINNATI, OH 45243	Х					
0.						

# Signatures

/s/ John T. LaMacchia, by Paul W. Heldman, Attorney-in-Fact

\*\*Signature of Reporting Person

10/02/2007 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) Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of Kroger.

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.