Edgar Filing: KROGER CO - Form 4

KROGER CC)										
Form 4											
December 14,	2010										
FORM	4									PPROVAL	
. •	• UNITE	D STATES		ITIES AI hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
Check this		8 /					Expires:	January 31,			
if no longe subject to	F CHAN			CIA	LOW	NERSHIP OF	Estimated a	2005 average			
Section 16		SECURITIES							burden hours per		
Form 4 or Form 5	T '1 1	pursuant to Section 16(a) of the Securities Exchange Act of 1934							response 0.8		
obligations	, ^								-		
may contir	nue. Section I		of the Inv	•	•	- ·		f 1935 or Sectio	n		
See Instruct 1(b).	ction	50(II)	of the filly	estinent	company	y Aci	01 19	40			
1(0).											
(Print or Type Re	esponses)										
						-	f Reporting Person(s) to				
KROPF SUS	Symbol	Symbol				Issuer					
	KROGE	R CO [K]	R]			(Check all applicable)					
(Last) (First) (Middle) 3.				3. Date of Earliest Transaction				× ×	11	,	
	(Month/Day/Year)					XDirector		6 Owner			
C/O THE KROGER CO.,, 1014 VINE STREET			12/09/2010					Officer (give below)	below)	er (specify	
VINE STREI	21										
(Street)				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
CINCINNAT	Т ОН 45202							Form filed by N			
ententiti	1, 011 +3202							Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	emed	ned 3. 4. Securities				Securities H	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	ear) Execution	on Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)						Form: Direct	Indirect	
(Instr. 3)		any (Month/						Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wolding	$\mathcal{L}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}}}}}}}}, , , , , , , , , , , , , , , $			5)	Following		(Instr. 4)		
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
G				Code V		(D)	Price	(Insu: 5 and 4)			
Common Stock	12/09/2010			А	3,250 (1)	А	\$0	14,250	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. Transactic 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option	\$ 20.76	12/09/2010		А	6,500	(2)	12/09/2020	Common Stock	6,50

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
KROPF SUSAN J C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х			
Signatures				
/s/ Susan J. Kropf, by Bruce M Attorney-in-Fact	. Gack,			12/14/2010
<u>**</u> Signature of Reporting	g 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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 50% one year from the date of the award, and as to 50% two years from the date of the award.
- (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.