Edgar Filing: KROGER CO - Form 4

KROGER CO)										
Form 4											
December 14	, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							r	OMB APPROVAL			
	- UNITED	STATES S		nington, l			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16	er STATEN							Expires: Estimated a			
Form 4 or										burden hours per response 0.8	
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the Pu	ublic Uti		ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Montoya Jorge P			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle) 3	3. Date of Earliest Transaction					(Check all applicable)			
C/O THE KROGER CO.,, 1014 VINE STREET			(Month/Day/Year) 12/09/2010					X Director Officer (give below)		b Owner er (specify	
(Street) 4			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Mon CINCINNATI, OH 45202				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3,	ties (A) o of (D	er P)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	12/09/2010			A	3,250 (1)	A	\$ 0	10,411	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 prof 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		Relationsh	ips	
1	Director	10% Owner	Officer	Other
Montoya Jorge P C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х			
Signatures				
/s/ Jorge P. Montoya, by Bruce Attorney-in-Fact	M. Gack	,		12/14/2010
**Signature of Reporti	ng 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.