### Edgar Filing: KROGER CO - Form 4

KROGER CO       Form 4       Second 4											
(Print or Type	e Responses)										
1. Name and DILLON		g Person <u>*</u> (Middle)	<ol> <li>Issuer Name and Ticker or Trading Symbol KROGER CO [KR]</li> <li>Date of Earliest Transaction</li> </ol>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
1014 VIN	E STREET		(Month/Day/Year)       _X_ Director       10% Owner         03/04/2011       _X_ Officer (give title Other (specify below)         Chairman of the Board and CEO						er (specify		
(Street) 4. If Amendr Filed(Month/I CINCINNATI, OH 45202					-	nal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Та	ble I - Nor	n-Derivativ	e Seci	ırities Acq	uired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				ed 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	03/04/2011			S	53,396	D	\$ 23.643 (1)	802,587.2441	D		
Common Stock	03/07/2011			S	61,333	D	\$ 23.689 (2)	741,254.2441 (3)	D		
Common Stock								110,318	I	by Spouse	
Common Stock								18,008	Ι	by Trust/Children	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
					$(\mathbf{A})$ $(\mathbf{D})$				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	s Relationships						
1	Director	10% Owner	Officer	Other			
DILLON DAVID B 1014 VINE STREET CINCINNATI, OH 45202	Х		Chairman of the Board and CEO				
Signatures							

/s/ David B. Dillon	03/08/2011			
<u>**</u> Signature of Reporting 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.63 to \$23.65, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.65 to \$23.758, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff

(2) to \$25.750, inclusive. The reporting person undertakes to provide to The Kröger Co., any security holder of The Kröger Co., of the start of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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(3) 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.