## Edgar Filing: KROGER CO - Form 4

KROGER CO

KROGER C Form 4									
May 05, 201 FORN Check th if no long	<b>I 4</b> UNITED S	Washington, D.C. 20549					PROVAL 3235-0287 January 31,		
subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed purs ns section 17(a	uant to Section 1 ) of the Public U	<b>TICIAL OWNERSHIP OF</b> TICIAL OWNERSHIP OF Estimated average burden hours per response 0.9 ties Exchange Act of 1934, mpany Act of 1935 or Section ny Act of 1940						
(Print or Type I	Responses)								
MARMER LYNN Symb						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		of Earliest Transaction		(Check	k all applicable	)		
(I) 1014 VINE STREET (C) (Street) 4			Day/Year) 2011	Director 10% Owner X Officer (give title Other (specify below) below) Group Vice President					
			endment, Date Origina	6. Individual or Joint/Group Filing(Check					
CINCINNA	TI, OH 45202	Filed(Mo	onth/Day/Year)		Applicable Line) _X_ Form filed by O Form filed by M Person				
(City)	(State) (	Zip) Tab	ole I - Non-Derivative	Securities Acc	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securi Transactior(A) or D Code (Instr. 3, (Instr. 8)	4 and 5) (A) or	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	05/04/2011		F 481 (1)	\$	47,353.1986 (2)	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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARMER LYNN 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President				
Signatures							
/s/ Lynn Marmer, by Bruce M. Gack, Attorney-in-Fact		05/05/2011					
**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).
- (1) Payment of tax liability associated with restricted stock.
- (2) 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.