**KROGER CO** Form 4 October 29, 2012

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* DILLON DAVID B

THE KROGER CO., 1014 VINE

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KROGER CO [KR]

(Last) (First)

**STREET** 

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2012

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

below) Chairman of the Board and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CINCINNATI, OH 45202

	1 a	Die I - I	NOII	-Derivauv	e sec	urrues	Acquireu, Dispose	u oi, or bene	inclainy Owned
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
10/29/2012		G	V	4,700	D	\$0	133,979	I	by Spouse
							692,458.0268 (1)	D	
							18,008	I	by Trust/Children
							173,413	I	by Trust/Spouse
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. Execution Date, if any Code (Month/Day/Year) (Instr.	2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securion Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount	2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Execution Date, if any (Code Disposed of (Double) (Instr. 8)  (Month/Day/Year)  (A) or Code V Amount (D)	2. Transaction Date   2A. Deemed   3.   4. Securities   (Month/Day/Year)   Execution Date, if any   Code   Disposed of (D)   (Month/Day/Year)   (Instr. 8)   (Instr. 3, 4 and 5)    (A) or   Code   V   Amount   (D)   Price	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Transaction Date (A) or Code (Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Date (A) or Code (Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Date (Execution Date, if any (Instr. 3, 4 and 5)  3.	(Month/Day/Year)       Execution Date, if any (Month/Day/Year)       TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)       Securities Beneficially Form: Owned Direct (D) Following (Instr. 4)       Owned Polity (Instr. 4)         10/29/2012       G       V       Amount (D) Price       You have the properties and the properties of the properties (Instr. 3 and 4)       Transaction(s) (Instr. 3 and 4)       (Instr. 4)         10/29/2012       G       V       4,700       D       \$0       133,979       I         692,458.0268 (1)       D         18,008       I

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

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

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SEC 1474 (9-02)

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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		Or		
					Exercisable	Date	Title Number				
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Ad	drace	Relationships

X

Director 10% Owner Officer Other

DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Chairman of the Board and CEO

#### **Signatures**

/s/ David B. 10/29/2012 Dillon

\*\*Signature of Date
Reporting Person

# **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) 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.

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