**KROGER CO** Form 4 March 20, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Issuer

(Print or Type Responses)

(Last)

**STREET** 

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

(First)

(Middle)

KROGER CO [KR]

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

THE KROGER CO., 1014 VINE

3. Date of Earliest Transaction

03/14/2013

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Chairman of the Board and CEO

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CINCINNATI, OH 45202

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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)		
Common Stock	03/14/2013		A	14,231	A	\$ 0	745,072.6922	D		
Common Stock	03/14/2013		F	4,695 (1)	D	\$ 31.5	740,377.6922 (2)	D		
Common Stock							173,413	I	by Trust/Spouse	
Common Stock							133,979	I	by Trust/Family	

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

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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 Derivative		3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

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. Dillon, by Bruce M. Gack, Attorney-in-Fact

03/20/2013

\*\*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 share award.
- 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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