## Edgar Filing: KROGER CO - Form 4

KROGER CO	)											
Form 4												
July 17, 2014												
FORM	<b>4</b> UNITE	ED STATES	SECUR	ITIES A	ND EX(	'HA'	NGE (	COMMISSION	r	PPROVAL		
	UIIII				D.C. 205		UL	commission	OMB Number:	3235-0287		
Check this box				8,					Expires:	January 31,		
				GES IN BENEFICIAL OW				<b>NERSHIP OF</b>	Estimated a	2005		
Section 16		SECURITIES							burden hou	•		
Form 4 or Form 5			о 1.		а	Г	1	A ( 61024	response	0.5		
obligation	- · · · · · · · · · · · · · · · · · · ·	•					-	ge Act of 1934, of 1935 or Sectio	<b>n</b>			
may conti	nue. Section		of the In	•	•	- ·			011			
<i>See</i> Instru 1(b).	ction	50(1)	or the m	vestment	compan	y 1100	0117	10				
1(0)												
(Print or Type R	esponses)											
1 NT 1 A	11 CD (	· ъ *						5 0 1 (* 1* 1				
ROGEL STEVEN R Symbol				ner Name <b>and</b> Ticker or Trading       GER CO [KR]				5. Relationship of Issuer	Reporting Per	son(s) to		
				E.	-			(Check all applicable)				
				e of Earliest Transaction h/Day/Year)				X Director	10%	6 Owner		
C/O THE KROGER CO.,, 1014 07/15/20				-				Officer (give title Other (specify				
VINE STRE	ET							below)	below)			
(Street) 4. If			4. If Amer	. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mo				th/Day/Year	)			Applicable Line)				
CINICININA	FL OIL 45202							_X_Form filed by Form filed by M	One Reporting Pe More than One Re			
CINCINNA	ГІ, ОН 45202	2						Person				
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction	Date 2A. Dec	emed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Y		on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Form: Direct	Indirect Beneficial				
(Instr. 3)		any (Month					Beneficially Owned	(D) or Indirect (I)	Ownership			
						Following (		(Instr. 4)	(Instr. 4)			
						(A)		Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common					1,368							
Stock	07/15/2014			А	(1)	А	\$0	55,721	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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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							
1 0	Director	10% Owner	Officer	Other				
ROGEL STEVEN R C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х							
Signatures								
/s/ Steven R. Rogel, by Bruce I Attorney-in-Fact			07/17/2014					
**Signature of Reportir			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) Stock awarded pursuant to a long-term incentive plan of The Kroger Co.

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.