Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4											
FORM 4 UNITED STATES SECURITIES AND									OMB APPROVAL		
	UNITED	STATES S		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section 2 Form 4 of Form 5 obligation may con	ger o 16. or Filed put tinue.	ATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES d pursuant to Section 16(a) of the Securities Exchang n 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194					e Act of 1934, f 1935 or Section	Expires: January 31 200 Estimated average burden hours per response 0. n			
<i>See</i> Instr 1(b).	uction	50(II) 0	i ule ili	vestment	Compa	iy Ac	1 01 194	Ю			
(Print or Type	Responses)										
MARMER LYNN Symbol			er Name and Ticker or Trading ER CO [KR]			5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3. Date of (Month/D THE KROGER CO., 1014 VINE 12/12/20 STREET (Street) 4. If Ame			-			(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>000000000000000000000000000000000000</u>					
						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CINCINNA	ATI, OH 45202							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E) erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose	d 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	12/12/2014			F	611 <u>(1)</u>	. /	\$ 61.55	40,674.9735 (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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own 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 THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President					
Signatures								
/s/ Lynn Marmer, by Stacey M. Heiser, Attorney-in-Fact			12/15/2014					
**Signature of Reporting	Person		Date					
**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.