

MILLERCHIP GARY

Form 3

April 04, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

MILLERCHIP GARY

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/04/2019

3. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
Senior Vice President and CFO5. 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 Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

126,584

D

A

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option	Â <u>(1)</u>	07/15/2024	Common Stock	9,600	\$ 24.665	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	07/15/2025	Common Stock	13,992	\$ 38.33	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	07/13/2026	Common Stock	27,972	\$ 37.48	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	07/13/2027	Common Stock	34,905	\$ 22.92	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	07/13/2028	Common Stock	30,251	\$ 28.05	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	03/14/2029	Common Stock	66,335	\$ 24.75	D	Â
Non-Qualified Stock Option	Â <u>(3)</u>	03/14/2029	Common Stock	16,584	\$ 24.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLERCHIP GARY 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President and CFO	Â

Signatures

/s/ Gary
Millerchip

04/04/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.
- (2) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a four-year period, at the rate of 25% per year commencing one year from the date of the grant.
- (3) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a three-year period, at the rate of 33% per year commencing one year after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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