

KROGER CO  
Form 3/A  
January 04, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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 \*  
Â DONNELLY MICHAEL  
JOSEPH

(Last) (First) (Middle)

THE KROGER CO.,Â 1014  
VINE STREET

(Street)

CINCINNATI,Â OHÂ 45202

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
07/01/2011

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

5. If Amendment, Date Original  
Filed(Month/Day/Year)  
07/06/2011

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)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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 Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

| Non-Qualified Stock<br>Option | Â (1) | 12/12/2012 | Common<br>Stock | Shares |           | or Indirect<br>(I)<br>(Instr. 5) |   |
|-------------------------------|-------|------------|-----------------|--------|-----------|----------------------------------|---|
|                               |       |            |                 |        |           |                                  |   |
|                               |       |            |                 | 51,114 | \$ 14.925 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| DONNELLY MICHAEL JOSEPH<br>THE KROGER CO.<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Michael J. Donnelly, by Bruce M. Gack,  
Attorney-in-Fact

01/04/2012

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 in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.

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### Remarks:

This amendment is being filed to correct an error in a line-item holding reported on the original

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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