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KROGER CO
Form 8-K
May 24, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: May 24, 2002

THE KROGER CO.

(Exact name of registrant as specified in its charter)

An Ohio Corporation
(State or other jurisdiction
of incorporation)

No. 1-303
(Commission File
Number)

31-0345740
(IRS Employer
Number)

1014 Vine Street
Cincinnati, OH 45201
(Address of principal
executive offices)

Registrant's telephone number: (513) 762-4000

Item 5. Other Events

On May 22, 2002, The Kroger Co. executed a 364-Day Credit Agreement and a Five-Year Credit Agreement, both among the Company, the Initial Lenders named therein, Citibank, N.A., as Administrative Agent and as Paying Agent, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A., Bank One, NA, The Bank of Tokyo-Mitsubishi, Ltd., Chicago Branch, and Union Bank of California, N.A., as Co-Syndication Agents. A copy of the 364-Day Credit Agreement is attached hereto as Exhibit 99.1 and a copy of the Five-Year Credit Agreement is attached hereto as Exhibit 99.2.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits:

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- 99.1 364-Day Credit Agreement among the Company, the Initial Lenders named therein, Citibank, N.A., as Administrative Agent and as Paying Agent, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A., Bank One, NA, The Bank of Tokyo-Mitsubishi, Ltd., Chicago Branch, and Union Bank of California, N.A., as Co-Syndication Agents.
- 99.2 Five-Year Credit Agreement among the Company, the Initial Lenders named therein, Citibank, N.A., as Administrative Agent and as Paying Agent, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A., Bank One, NA, The Bank of Tokyo-Mitsubishi, Ltd., Chicago Branch, and Union Bank of California, N.A., as Co-Syndication Agents.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

THE KROGER CO.

May 24, 2002

By: /s/ Paul Heldman
Paul Heldman
Senior Vice President, Secretary
and General Counsel

EXHIBIT INDEX

Exhibit No. -----	Exhibit -----
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