

KROGER CO
Form 5
March 10, 2008

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
DILLON DAVID B

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	780,268.4189 (1) (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	170,318 (3)	I	by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	36,016	I	by Trust/Children

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.

SEC 2270 (9-02)

Edgar Filing: KROGER CO - Form 5

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â <u>(4)</u>	04/16/2008	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(5)</u>	05/27/2009	Common Stock	50,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(6)</u>	02/11/2010	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/09/2012	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(8)</u>	05/10/2011	Common Stock	35,000
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(9)</u>	05/09/2012	Common Stock	70,000
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â <u>(9)</u>	12/12/2012	Common Stock	210,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â <u>(9)</u>	05/06/2014	Common Stock	300,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â <u>(9)</u>	05/05/2015	Common Stock	300,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â <u>(9)</u>	05/04/2016	Common Stock	240,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â <u>(9)</u>	06/28/2017	Common Stock	220,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(9)</u>	05/10/2011	Common Stock	35,000
	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(9)</u>	02/11/2010		175,000

Edgar Filing: KROGER CO - Form 5

- (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.