

DONNELLY MICHAEL JOSEPH
 Form 4
 March 18, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DONNELLY MICHAEL JOSEPH

(Last) (First) (Middle)
 THE KROGER CO., 1014 VINE STREET
 (Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/14/2019

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)
 Executive VP and COO

6. Individual or Joint/Group Filing (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)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/14/2019		A	48,485 (1) A \$ 0	336,276.9239	D	
Common Stock	03/15/2019		A	6,581 A \$ 0	342,857.9239	D	
Common Stock	03/15/2019		F	2,941 (2) D \$ 24.75	339,916.9239 (3)	D	

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

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SEC 1474 (9-02)

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 of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 24.75	03/14/2019		A	132,670	(4) 03/14/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Executive VP and COO	

Signatures

/s/ Michael J. Donnelly, by Stacey M. Heiser,
Attorney-in-Fact

03/18/2019

__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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse in equal annual installments over a four-year period, at the rate of 25% per year commencing one year from the date of the award.
- (2) Payment of tax liability associated with share award.
- (3) Between October 1, 2018 and December 31, 2018, the reporting person acquired 65.4889 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees. 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.
- (4) 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.

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(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Non-qualified Stock Option (Right to Buy) (2) \$ 32.2505/25/2011 M 64,100 (3)02/02/2013 Common Stock 64,100 \$ 0 0 D Non-qualified Stock Option (Right to Buy) (4) \$ 37.75505/25/2011 M 54,100 (5)02/01/2014 Common Stock 54,100 \$ 0 0 D Non-qualified Stock Option (Right to Buy) \$ 52.305/25/2011 M 29,050 (6)02/15/2016 Common Stock 29,050 \$ 0 0 D Non-qualified Stock Option (Right to Buy) \$ 45.7805/25/2011 M 28,050 (7)10/01/2017 Common Stock 28,050 \$ 0 9,350 D Non-qualified Stock Option (Right to Buy) \$ 35.8705/25/2011 M 181,455 (8)02/12/2018 Common Stock 181,455 \$ 0 60,485 D Non-qualified Stock Option (Right to Buy) \$ 34.8905/25/2011 M 141,245 (9)02/16/2019 Common Stock 141,245 \$ 0 141,245 D Non-qualified Stock Option (Right to Buy) \$ 39.2605/25/2011 M 73,100 (10)02/22/2020 Common Stock 73,100 \$ 0 219,300 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST DAVID J 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X		Executive Vice President	

Signatures

/s/ Bonnie S. Martin, Attorney-in-Fact for David J.
West

05/27/2011

**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) The total amount of securities reported as indirectly owned by the reporting person includes 8,478 shares acquired from February 1, 2011 through April 29, 2011, pursuant to the Company's 401(k) Plan ("Plan"). The information is based on a report dated May 2, 2011, provided by the Plan trustee.
 - (2) These options are from an option grant previously reported as 32,050 options at an exercise price of \$64.50. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (3) The options vested according to the following schedule: 25% vested on February 3, 2004; 25% vested on February 3, 2005; 25% vested on February 3, 2006 and 25% vested on February 3, 2007.
 - (4) These options are from an option grant previously reported as 27,050 options at an exercise price of \$75.51. The option grants were adjusted to reflect the two-for-one stock split on June 15, 2004.
 - (5) The options vested according to the following schedule: 25% vested on February 2, 2005; 25% vested on February 2, 2006; 25% vested on February 2, 2007 and 25% vested on February 2, 2008.
 - (6) The options vested according to the following schedule: 25% vested on February 16, 2007; 25% vested on February 16, 2008; 25% vested on February 16, 2009 and 25% vested on February 16, 2010.
 - (7) The options vested according to the following schedule: 25% vested on October 2, 2008; 25% vested on October 2, 2009; and 25% vested on October 2, 2010. Options scheduled to vest on October 2, 2011 will be forfeited.
 - (8) The options vested according to the following schedule: 25% vested on February 13, 2009; 25% vested on February 13, 2010; and 25% vested on February 13, 2011. Options scheduled to vest on February 13, 2012 will be forfeited.
 - (9) The options vested according to the following schedule: 25% vested on February 17, 2010 and 25% vested on February 17, 2011. Options scheduled to vest on February 17, 2012 and February 17, 2013 will be forfeited.
 - (10)

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The options vested according to the following schedule: 25% vested on February 23, 2011. Options scheduled to vest on February 23, 2012; February 23, 2013 and February 23, 2014 will be forfeited.

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