KROGER CO

Form 5

February 22, 2010

FORM 5

OMB APPROVAL

OMB

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

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1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * DILLON DAVID B			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	01/30/2010	(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify		
1014 VINE STREET				below) below) Chairman of the Board and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

CINCINNATI, OHÂ 45202

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

(City)	(State)	(Zip) 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. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	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	921,617.6223 (1) (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	168,432	I	by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	18,008	I	by Trust/Children

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

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SEC 2270 (9-02)

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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)				7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(3)	05/10/2011	Common Stock	35,0
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(4)	05/10/2011	Common Stock	35,0
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(5)	05/09/2012	Common Stock	35,0
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(4)	05/09/2012	Common Stock	70,0
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	(4)	12/12/2012	Common Stock	210,0
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	(4)	05/06/2014	Common Stock	300,0
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	(4)	05/05/2015	Common Stock	300,0
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	(4)	05/04/2016	Common Stock	240,0
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	(4)	06/28/2017	Common Stock	220,0
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	(4)	06/26/2018	Common Stock	225,0
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	(4)	06/25/2019	Common Stock	225,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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DILLON DAVID B

1014 VINE STREET Â X Â Â Chairman of the Board and CEO Â

CINCINNATI, OHÂ 45202

Signatures

/s/ David B. 02/22/2010 Dillon

**Signature of Date
Reporting Person

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).
- Between January 31, 2009 and January 30, 2010, the reporting person acquired 1,886.6341 shares of Kroger common stock in the (1) 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 by plan trustees.
- (2) 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.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (4) 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.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

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.

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