

KROGER CO
Form 4
March 25, 2013

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 *
HJELM CHRISTOPHER T

(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)
03/22/2013

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)
Senior Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/22/2013		S		12,635	D	\$ 32.462 (1)
Common Stock	03/22/2013		M		7,000	D	\$ 19.94
Common Stock	03/22/2013		M		20,000	D	\$ 28.27
Common Stock	03/22/2013		S		20,000	D	\$ 32.309 (2)
	03/22/2013		M		16,000	D	\$ 28.61

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Common Stock							
Common Stock	03/22/2013	S	16,000	D	\$ 32.305 (3)	102,009	D
Common Stock	03/22/2013	M	12,000	A	\$ 22.34	114,009	D
Common Stock	03/22/2013	S	12,000	D	\$ 32.292 (4)	102,009	D
Common Stock	03/22/2013	M	8,000	A	\$ 20.16	110,009	D
Common Stock	03/22/2013	S	8,000	D	\$ 32.3 (3)	102,009	D
Common Stock	03/22/2013	M	5,072	A	\$ 24.74	107,081	D
Common Stock	03/22/2013	S	5,072	D	\$ 32.309 (2)	102,009	D

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

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 19.94	03/22/2013		M	7,000	(5) 05/04/2016	Common Stock	7,000
Non-Qualified Stock Option	\$ 28.27	03/22/2013		M	20,000	(5) 06/28/2017	Common Stock	20,000
Non-Qualified Stock Option	\$ 28.61	03/22/2013		M	16,000	(5) 06/26/2018	Common Stock	16,000

Non-Qualified Stock Option	\$ 22.34	03/22/2013	M	12,000	(5)	06/25/2019	Common Stock	12,0
Non-Qualified Stock Option	\$ 20.16	03/22/2013	M	8,000	(5)	06/24/2020	Common Stock	8,0
Non-Qualified Stock Option	\$ 24.74	03/22/2013	M	5,072	(5)	06/23/2021	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HJELM CHRISTOPHER T THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President	

Signatures

/s/ Christopher T. Hjelm, by Bruce M. Gack,
Attorney-in-Fact 03/25/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.43 to \$32.48, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.30 to \$32.32, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.30 to \$32.31, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.28 to \$32.31, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (5) 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 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.