KROGER CO Form 3 June 28, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement KROGER CO [KR] Foley Todd A (Month/Day/Year) 06/27/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1014 VINE STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person CINCINNATI. OHÂ 45202 (give title below) (specify below) Form filed by More than One Vice President and Treasurer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 9,595 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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

1. Title of Derivative Security (Instr. 4)	•		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D)	(mail: 3)

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option	(1)	07/12/2022	Common Stock	4,000	\$ 21.96	D	Â
Non-Qualified Stock Option	(1)	06/23/2021	Common Stock	3,500	\$ 24.74	D	Â
Non-Qualified Stock Option	(1)	06/24/2020	Common Stock	2,100	\$ 20.16	D	Â
Non-Qualified Stock Option	(1)	06/25/2019	Common Stock	1,400	\$ 22.34	D	Â
Non-Qualified Stock Option	(1)	06/26/2018	Common Stock	3,500	\$ 28.61	D	Â
Non-Qualified Stock Option	(1)	06/28/2017	Common Stock	3,500	\$ 28.27	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
.t	Director	10% Owner	Officer	Other		
Foley Todd A 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Vice President and Treasurer	Â		

Signatures

/s/ Todd A.
Foley

**Signature of Reporting Person

O6/28/2013

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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.

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