Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 December 13											
	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5	ger STATE 6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Lanuary 31Expires:200Estimated averageburden hours perresponse0.4		
obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17	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 F	Responses)										
Ellis Michael L Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)							(Check all applicable)			
				/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
CINCINNA	TI, OH 45202							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transactic Code (Instr. 8) Code V	4. Securiti or(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	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)	
Common Stock	12/12/2013			А	25,000 (1)	А	\$0	143,797.8184 (2)	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KROGER CO - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	Director 10% Owner Officer		Other				
Ellis Michael L 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					
Signatures								
/s/ Michael L. Ellis, by Bruce M Attorney-in-Fact		12/13/2013						
<u>**</u> Signature of Reportin	g 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 in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the award.
- (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.

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.