### Edgar Filing: KROGER CO - Form 4

KROGER CO Form 4       State       State       State         December 20, 2013       CMB APPROVAL       OMB APPROVAL         FORM 4       NINTED STATES SECURITIES AND EXCHANGE COMMIISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue, <i>See</i> Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue, <i>See</i> Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 1940								
(Print or Type Responses)								
1. Name and Address of Reporting Person <u>*</u> HJELM CHRISTOPHER T	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle)	3. Date of Earliest Transaction		**					
THE KROGER CO., 1014 VINE STREET	(Month/Day/Year) GER CO., 1014 VINE 12/19/2013			Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
(Street)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
CINCINNATI, OH 45202 — Form filed by More than One Reporting Person								
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/E	Date, if Transaction(A) or Disposed of (D) Sec Code (Instr. 3, 4 and 5) Ber ay/Year) (Instr. 8) Ow Fol (A) Rep or (Instr. 8)		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 12/10/2012	Code V Amoun			D				
Stock 12/19/2013	S 600	D \$39.76	118,828	D				
Common 12/19/2013 Stock	S 7,000	D \$ 39.77	111,828	D				
Common 12/19/2013 Stock	S 400	D \$ 39.772	111,428	D				

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

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#### number.

# 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. Transacti (Month/Day		3A. Deemed Execution Date, any (Month/Day/Ye:	Code	5. ioiNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	s I	Date	Amo Unde Secur	tele and unt of rtlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
						(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		
					Code V	/ (A) (D)		Dute		of Shares		
Repor	rting O	wner	S									
Reporting	owner Name	e / Address			Relationship	5						
			Director	r 10% Owner	Officer		Other					

Senior Vice President

HJELM CHRISTOPHER T THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

## Signatures

/s/ Christopher T. Hjelm, by Paul W. Heldman, Attorney-in-Fact	12/20/2013		
**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).

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.