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KROGER (Form 4	CO									
October 02	, 2014									
FORM	4				~~~				B APPROVAL	
	UNITED		URITIES AI Vashington, I			NGI	E COMMISSIO	N OMB Numbe	r: 3235-0287	
Check t if no lor subject Section Form 4 Form 5	to SIATEN 16. or									
obligati may con <i>See</i> Inst 1(b).	ntinue. Section 170	(a) of the Public		ing Coi	npan	y Act	of 1935 or Sect			
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> 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) 3. Da	e of Earliest Tra	insaction			(Ch	eck all applie	cable)	
THE KROGER CO., 1014 VINE STREET			(Month/Day/Year) 10/01/2014				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman of the Board			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CINCINN	ATI, OH 45202						Person	y More than Or	ne Reporting	
(City)	(State)	(Zip)	able I - Non-De	erivative	Secu	rities A	Acquired, Disposed	of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Transaction Code E	TransactionAcquired (A) or Code Disposed of (D)			SecuritiesOBeneficiallyFeOwned FollowingDReportedonTransaction(s)(I	or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V A	Amount		Price	(Instr. 3 and 4)	(Instr. 4)		
Common Stock	10/01/2014		G V 9	9,800	D	\$0	923,852.9373 (1)	D		
Common Stock							173,413	Ι	by Trust/Spouse	
Common Stock							133,979	Ι	by Trust/Family	

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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						
	Director	10% Owner	Officer	Other			
DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Х		Chairman of the Board				
Signatures							
/s/ David B. Dillon, by Stacey Attorney-in-Fact	•,	10/02/2014					

**Signature of 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).

(1) 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.

Date

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.