

KROGER CO
Form 3
September 18, 2015

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Madlinger Sukanya R		(Month/Day/Year)	KROGER CO [KR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		09/17/2015		
C/O THE KROGER CO.,Â 1014 VINE STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
CINCINNATI,Â OHÂ 45202			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	53,450	D	Â
Common Stock	5,482.0051 ⁽¹⁾	I	by Spouse

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

SEC 1473 (7-02)

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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)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	4,200	\$ 12.37	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	12,600	\$ 10.98	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	33,600	\$ 18.88	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2024	Common Stock	30,000	\$ 24.665	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2025	Common Stock	20,993	\$ 38.33	D	Â
Non-Qualified Stock Option	Â (3)	07/15/2023	Common Stock	500	\$ 18.88	I	by Spouse
Non-Qualified Stock Option	Â (3)	07/15/2024	Common Stock	868	\$ 24.665	I	by Spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madlinger Sukanya R C/O THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Sukanya R. Madlinger, by Stacey M. Heiser, Attorney-in-Fact 09/18/2015

__Signature of Reporting Person 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) The reporting person's spouse is a former employee of The Kroger Co. The total amount of securities directly owned by the reporting person's spouse 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.
 - (2) 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.
 - (3) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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