

KROGER CO  
Form 5  
March 03, 2010

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Dougherty Kevin M			KROGER CO [KR]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
1014 VINE STREET			01/30/2010	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	Group Vice President
CINCINNATI, OH 45202				6. Individual or Joint/Group Reporting (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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	45,799.5837 (1) (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.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 22.45	Â	Â	Â	Â	Â	Â (3)	04/06/2011	Common Stock	9,000
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (4)	05/10/2011	Common Stock	4,500
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (3)	05/10/2011	Common Stock	4,500
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (5)	05/09/2012	Common Stock	4,500
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (3)	05/09/2012	Common Stock	4,500
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â (3)	12/12/2012	Common Stock	10,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â (3)	05/06/2014	Common Stock	30,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â (3)	05/05/2015	Common Stock	30,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â (3)	05/04/2016	Common Stock	15,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â (3)	06/28/2017	Common Stock	15,000
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	Â (3)	06/26/2018	Common Stock	15,000
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	Â (3)	06/25/2019	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

