

KROGER CO
Form 4
October 15, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COVERT GEOFFREY J

(Last) (First) (Middle)
THE KROGER CO., 1014 VINE STREET
(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ 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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/11/2013		M		15,000	A	\$ 19.94 100,427.3744
Common Stock	10/11/2013		M		17,500	A	\$ 28.27 117,927.3744
Common Stock	10/11/2013		M		20,000	A	\$ 28.61 137,927.3744
Common Stock	10/11/2013		M		4,000	A	\$ 23.94 141,927.3744
Common Stock	10/11/2013		M		12,000	A	\$ 22.34 153,927.3744
	10/11/2013		M		12,000	A	\$ 20.16 165,927.3744

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Common Stock							
Common Stock	10/11/2013	M	10,144	A	\$ 24.74	176,071.3744	D
Common Stock	10/11/2013	M	5,072	A	\$ 21.96	181,143.3744	D
Common Stock	10/11/2013	S	15,000	D	\$ 41.506 (1)	166,143.3744	D
Common Stock	10/11/2013	M	17,500	D	\$ 41.525 (2)	148,643.3744	D
Common Stock	10/11/2013	S	20,000	D	\$ 41.602 (3)	128,643.3744	D
Common Stock	10/11/2013	S	4,000	D	\$ 40.808 (4)	124,643.3744	D
Common Stock	10/11/2013	S	12,000	D	\$ 41.188 (5)	112,643.3744	D
Common Stock	10/11/2013	S	12,000	D	\$ 41.172 (6)	100,643.3744	D
Common Stock	10/11/2013	S	10,144	D	\$ 41.102 (7)	90,499.3744	D
Common Stock	10/11/2013	S	5,072	D	\$ 40.867 (8)	85,427.3744 (9)	D

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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			(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A) (D)	(A)	(D)					
			Non-Qualified Stock Option	\$ 19.94	10/11/2013			Common Stock	15,000
			Non-Qualified Stock Option	\$ 28.27	10/11/2013			Common Stock	17,500
			Non-Qualified Stock Option	\$ 28.61	10/11/2013			Common Stock	20,000
			Non-Qualified Stock Option	\$ 22.34	10/11/2013			Common Stock	12,000
			Non-Qualified Stock Option	\$ 20.16	10/11/2013			Common Stock	12,000
			Non-Qualified Stock Option	\$ 23.94	10/11/2013			Common Stock	4,000
			Non-Qualified Stock Option	\$ 24.74	10/11/2013			Common Stock	10,144
			Non-Qualified Stock Option	\$ 21.96	10/11/2013			Common Stock	5,072

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COVERT GEOFFREY J
THE KROGER CO.
1014 VINE STREET
CINCINNATI, OH 45202

Senior Vice President

Signatures

/s/ Geoffrey J. Covert, by Paul W. Heldman,
Attorney-in-Fact

10/15/2013

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.42 to \$41.56, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.42 to \$41.61, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.57 to \$41.64, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.79 to \$40.83, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.05 to \$41.27, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.47, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.84 to \$41.26, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.77 to \$40.94, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (9) 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.

- (10) 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.

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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