

KROGER CO  
Form FWP  
August 08, 2007

**The Kroger Co.**

Pricing Term Sheet

6.400% Notes due August 15, 2017

Issuer:	The Kroger Co.
Principal Amount:	\$300,000,000
Security Type:	Senior Note
Maturity:	August 15, 2017
Coupon:	6.400%
Price to Public:	99.440%
Yield to Maturity:	6.477%
Spread to Benchmark	1.60%
Treasury:	4.500% due May 15, 2017
Benchmark Treasury:	97 3, 4.877%
Benchmark Treasury Spot and Yield:	February 15 and August 15, commencing February 15, 2008 Treasury Rate plus 25 basis points
Interest Payment Dates:	August 8, 2007
Make-Whole Call:	August 15, 2007 (T+5)
Trade Date:	\$2,000 x \$1,000
Settlement Date:	Baa2 (stable outlook, Moody's) / BBB- (positive outlook, S&P) / BBB (stable outlook, Fitch)
Denominations:	
Ratings:	J.P. Morgan Securities Inc.
Joint Bookrunners:	Banc of America Securities LLC Citigroup Global Markets Inc.
Co-Managers:	Greenwich Capital Markets, Inc Lazard Capital Markets LLC Barclays Capital Inc. Wells Fargo Securities, LLC The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).**

**Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. collect at 212-834-4533 or Banc of America Securities LLC toll free at 1-800-294-1322.**

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