

KROGER CO

Form 4

December 13, 2002

SEC Form 4

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| <b>FORM 4</b><br><br><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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 | OMB APPROVAL<br><br><hr style="border: 1px solid black;"/><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response. . . . . 0.5 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 1. Name and Address of Reporting Person*<br><b>Heschel, Michael S.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Middle)</span> </div> <b>1014 Vine Street</b><br><br><div style="display: flex; justify-content: space-between;"> <span></span> <span>(Street)</span> </div> <b>Cincinnati, OH 45202</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>The Kroger Co.</b><br><b>KR</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                         | 4. Statement for Month/Day/Year<br><br><b>12/12/2002</b><br><br>5. If Amendment, Date of Original (Month/Day/Year)                                                               | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>Description <b><u>Executive Vice President</u></b><br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 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/D      | Price     |                                                                                               |                                                          |                                                       |
| <b>Common Stock</b>             | <b>12/12/2002</b>                    |                                                    | <b>A</b>                       |   | <b>37,281 (1)</b>                                                  | <b>A</b> | <b>\$</b> | <b>124,187.657</b>                                                                            | <b>D</b>                                                 |                                                       |

**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) (Instr. 3, 4) | 6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------|

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|                               |          |            | Year) | and 5) |   |        |   |     |            | Title           | Amount<br>or<br>Number<br>of<br>Shares |    | (Instr.4) |
|-------------------------------|----------|------------|-------|--------|---|--------|---|-----|------------|-----------------|----------------------------------------|----|-----------|
|                               |          |            |       | Code   | V | A      | D | DE  | ED         |                 |                                        |    |           |
| Non-Qualified<br>Stock Option | \$14.925 | 12/12/2002 |       | A      |   | 90,000 |   | (2) | 12/12/2012 | Common<br>Stock | 90,000                                 | \$ | 90,000    |

**Explanation of Responses:**

(1) Restricted stock awarded pursuant to the 2002 Long-Term Incentive Plan. The restrictions lapse three years from the date of award.

(2) These options were granted under an option 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.

- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

**By:**

/s/ Michael S. Heschel, by Bruce M. Gack, Attorney-in-Fact

12/13/2002

\*\* Signature of Reporting Person

Date

SEC 1474 (9-02)

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

\* 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).

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.