KROGER CO Form 4 September 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

09/18/2006

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PERRY M MARNETTE (Last) (First) (Middle)		2. Issue Symbol	r Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		KROG	ER CO [I	KR]				
		3. Date o	f Earliest T	ransaction				
		(Month/I	Day/Year)		Director	10%	Owner	
STREET		09/18/2	2006		below)	below)	` .	
(Street)			endment, D	ate Original	6. Individual or Joint/Group Filing(Check			
			nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person			
ATI, OH 45202					Form filed by Person	More than One Re	eporting	
(State)	(Zip)	Tab	le I - Non-l	Derivative Securities Acc	quired, Disposed	of, or Beneficial	ly Owned	
	Execution any	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
	(First) STREET (Street) ATI, OH 45202 (State) 2. Transaction Date	(First) (Middle) STREET (Street) ATI, OH 45202 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any	MARNETTE Symbol KROG (First) (Middle) 3. Date of (Month/I) STREET 09/18/2 (Street) 4. If Amore Filed(Month/I) ATI, OH 45202 (State) (Zip) Tab 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if	MARNETTE Symbol KROGER CO [I (First) (Middle) 3. Date of Earliest T (Month/Day/Year) STREET 09/18/2006 (Street) 4. If Amendment, D Filed(Month/Day/Year) ATI, OH 45202 (State) (Zip) Table I - Non-1 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code	MARNETTE Symbol KROGER CO [KR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) STREET 09/18/2006 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ATI, OH 45202 (State) (Zip) Table I - Non-Derivative Securities Acc 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	MARNETTE Symbol KROGER CO [KR] (Che (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) STREET O9/18/2006 Seni (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) XTI, OH 45202 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Following Reported	MARNETTE Symbol KROGER CO [KR] (Check all applicable (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% X Officer (give title Othobelow) Senior Vice Presider (Street) 4. If Amendment, Date Original filed(Month/Day/Year) Applicable Line) X Form filed by One Reporting Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (I)	

Code V Amount

F

1,602

(1)

(D)

D

Price

22.465

\$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s) (Instr. 3 and 4)

88,902.6106

(Instr. 4)

D

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

of

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PERRY M MARNETTE 1014 VINE STREET CINCINNATI, OH 45202

Senior Vice President

Signatures

/s/ M. Marnette Perry, by Bruce M. Gack, Attorney-in-Fact

09/19/2006

**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) Payment of tax liability associated with restricted stock.
- (2) 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.

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.

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