

KROGER CO
Form 5
March 04, 2013

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

THE KROGER CO., 1014 VINE STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

CINCINNATI, OH 45202

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	732,841.6922 (1) (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	173,413	I	by Trust/Spouse
Common Stock	Â	Â	Â	Â	Â	Â	133,979	I	by Trust/Family

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

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SEC 2270 (9-02)

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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, 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 Number Shares
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â Â	05/05/2005 Â (3)	Common Stock 300,00
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â Â	05/04/2006 Â (3)	Common Stock 240,00
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â Â	06/28/2007 Â (3)	Common Stock 220,00
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â Â	06/26/2008 Â (3)	Common Stock 225,00
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â Â	06/25/2009 Â (3)	Common Stock 225,00
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â Â	06/24/2010 Â (3)	Common Stock 230,00
Non-Qualified Stock Option	\$ 24.74	Â	Â	Â	Â Â	06/23/2011 Â (3)	Common Stock 283,60
Non-Qualified Stock Option	\$ 21.96	Â	Â	Â	Â Â	07/12/2012 Â (3)	Common Stock 298,58

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â X	Â	Â Chairman of the Board and CEO	Â

Signatures

/s/ David B. Dillon
03/01/2013
Date

Signature of
Reporting Person

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).
Between January 28, 2012 and February 2, 2013, the reporting person acquired 2,509.6654 shares of Kroger common stock in the
(1) 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 by plan trustees.
(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.
(3) 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 provided 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.