KROGER CO Form 4 June 27, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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

2 Jasuar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

06/26/2013

Stock

	VAN OFLEN MARY ELIZABETH		Symbol	r Name an		Tradi	ng	Issuer				
(Last)	(Last) (First) (Middle)			KROGER CO [KR] 3. Date of Earliest Transaction					(Check all applicable)			
, , ,	` /		(Month/D	ay/Year)	ransaction			Director		Owner		
STREET	GER CO., 1014	VINE	06/25/2	013				_X_ Officer (give title Other (specification) below) Vice President & Controller				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	Filed(Month/Day/Year)											
CINCINNA	ATI, OH 45202								More than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secui	rities Acq	quired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Da			3.	4. Securi		-	5. Amount of	6.	7. Nature of		
Security (Month/Day/Year) Execution (Instr. 3) any			on Date, if	` /	or Disposed of (D) r. 3, 4 and 5)		Securities Beneficially	Ownership Form: Direct	Indirect Beneficial			
(1115111-0)		•	Day/Year)	Code (Instr. 8)	(1115111-15)			Owned	(D) or	Ownership		
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common				г	250 (1)	_	\$	26.070.6072	ъ			
Stock	06/25/2013			F	258 (1)	D	34.51	26,970.6873	D			

258 (1) D

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

F

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

34.48 (2)

D

Edgar Filing: KROGER CO - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

VAN OFLEN MARY ELIZABETH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Vice President & Controller

Signatures

/s/ Mary Elizabeth Van Oflen, by Bruce M. Gack, Attorney-in-Fact

06/27/2013

**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) Payment of tax liability associated with restricted stock.
- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are **(2)** 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.

Reporting Owners 2