

KROGER CO  
Form 3  
July 01, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|                                           |          |                                      |                                                                            |                                                                        |
|-------------------------------------------|----------|--------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |                                                                        |
| Â Sharp Erin S                            |          | (Month/Day/Year)                     | KROGER CO [KR]                                                             |                                                                        |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|                                           |          | 06/27/2013                           |                                                                            |                                                                        |
| 1014 VINE STREET                          |          |                                      | (Check all applicable)                                                     | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|                                           | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CINCINNATI, OH 45202                      |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)                                | Group Vice President                                                       |                                                                        |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 12,252.0864 <sup>(1)</sup>                            | D                                                        | Â                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
|                                            | Date Exercisable                                         | Title                                                                       | Amount or Number of                                    |                                                                  |                                                       |

|                            |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option | Â (2) | 07/12/2022 | Common Stock | 3,625  | \$ 21.96 | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 12/06/2022 | Common Stock | 7,250  | \$ 26.9  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|----------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                          | Director      | 10% Owner | Officer                | Other |
| Sharp Erin S<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | Â             | Â         | Â Group Vice President | Â     |

## Signatures

/s/ Erin S. Sharp                      07/01/2013

\*\*Signature of                              Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (2) 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 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.