### Edgar Filing: KROGER CO - Form 4

KROGER CO Form 4 December 03, 20 <b>FORM 4</b> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	UNITED STATEM Filed pur Section 17(	<b>MENT OI</b> rsuant to S (a) of the I	Wa F CHAN Section T Public U	Ishington NGES IN SECU 16(a) of ti Jtility Ho	h, D.C. 20   BENEF RITIES he Securi lding Col	0549 FICIAL O	E COMMISSI WNERSHIP ange Act of 193 t of 1935 or Se 1940	<b>OF</b> 34,	OMB Numbe Expires Estima	s: Ited ave hours	3235-( January 2 erage	0287
(Print or Type Respon	nses)											
1. Name and Addres SHACKOULS E		Person <u>*</u>	Symbol	er Name <b>an</b> ER CO []		r Trading	5. Relationsh Issuer	-	-	-	n(s) to	
	C/O THE KROGER CO.,, 1014			of Earliest 7 Day/Year) 2014	(Check all applicable) <u>X</u> Director Officer (give title10% Owner below) Dther (specify below)							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
CINCINNATI, C							Person				0	
(City) (	(State)	(Zip)	Tab	ole I - Non-	Derivative	e Securities	Acquired, Dispos	ed of, o	or Bene	ficially	Owned	1
	ansaction Date th/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner Form: Direct or Ind: (I) (Instr.	(D) irect	7. Natu Indirec Owner (Instr. 4	t Benefi ship	icial
Common Stock							2,750	D				
Common Stock							18,435	Ι		by GI	RAT	
Common Stock							18,435	Ι		by GRA	Г/Ѕроι	ıse

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

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

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#### number.

#### 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	09/01/2014		A	10.219 (2)	(3)	(3)	Common Stock	10.219	\$ :
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	12/01/2014		А	10.392 (2)	(3)	(3)	Common Stock	10.392	\$ :

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHACKOULS BOBBY S C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х					
Signatures						
/s/ Robby S. Shackouls, by Sta	CAV M H	aisar				

# /s/ Bobby S. Shackouls, by Stacey M. Heiser,

Attorney-in-Fact

\*\*Signature of Reporting Person

12/03/2014 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).
- Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account. (1)
- (2) Represents phantom stock acquired in dividend reinvestment transactions under a deferred compensation plan of The Kroger Co.
- Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The (3) Kroger Co.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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