Edgar Filing: KROGER CO - Form 4

KROGER CO Form 4 March 13, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3235-0287 Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 3235-0287 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, estion 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 30(h) of the Investment Company Act of 1940 Stimated average uverset of 1940											
(Print or Type	Responses)										
Clark Robert W Sy			Symbol	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Check								
			(Month/Day/Year) 03/12/2015					Director 10% Owner X Officer (give title Other (specify below) Group Vice President			
				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CINCINNA	ATI, OH 45202							Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/12/2015			М	7,200	А	\$ 28.27	58,628.5182	D		
Common Stock	03/12/2015			S	7,200	D	\$ 75.5	51,428.5182 (1)	D		

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 required to respond unless the form displays a currently valid OMB control number.

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 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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) .cquired A) or bisposed of D) nstr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Non-Qualified Stock Option	\$ 28.27	03/12/2015		М	7,200	(2)	06/28/2017	Common Stock	7,20

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Clark Robert W 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President				
Signatures							
/s/ Robert W. Clark, by Stacey M. Heiser, Attorney-in-Fact			03/13/2015				
<u>**</u> Signature of Report	ing Person		Date				
Explanation of Da		~~~					

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) 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.