Edgar Filing: KROGER CO - Form 4/A

Check this box if no longer subject to Section 16. Check this box								OMB Number: Expires: Estimated a burden hour response			
(Print or Type]	(csponses)										
Clark Robert W Symbo			Symbol	r Name and ER CO [K		Tradi	ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	(Middle) 3. Date of Earliest Transaction									
			(Month/D 03/12/20	nth/Day/Year) 12/2015				Director 10% Owner X Officer (give title Other (specify below) below) Group Vice President			
				nendment, Date Original onth/Day/Year) 2015				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 			
r cisoli											
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. Nature ofOwnershipIndirectForm: DirectBeneficial(D) orOwnershipIndirect (I)(Instr. 4)(Instr. 4)		
G				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/12/2015			А	1,340	А	\$0	52,768.5182	D		
Common Stock	03/12/2015			F	388 <u>(1)</u>	D	\$ 76.29	52,380.5182	D		
Common Stock	03/13/2015			F	670 <u>(2)</u>	D	\$ 76.35	51,710.5182 (3)	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

Edgar Filing: KROGER CO - Form 4/A

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
Repor	rting O	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 Attorney-in-Fact	M. Heise	r,	03/16/2015						
<u>**</u> Signature of Report	ing 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 share award.
- (2) Payment of tax liability associated with restricted stock.
- (3) 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.

Remarks:

This amendment reflects transactions by the reporting person that were not included in a previously filed Form 4.

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.