Edgar Filing: KROGER CO - Form 4

KROGER C	0										
Form 4											
July 17, 201	5										
FORM	14						NOLO		OMB AF	PROVAL	
. •	UNITEI) STATES					NGE C	COMMISSION	OMB	3235-0287	
Check th	is box		vva	shington,	D.C. 20	549			Number:	January 31,	
if no long	ger STATE	MENT O	Г СНА М	CES IN	BENIFFI	CTA		NEDCHID OF	Expires:	2005	
subject to STATEMENT OF CHAN				SECURITIES				VERSIII OF	Estimated average burden hours per response 0.		
Form 4 c					SECURITIES						
Form 5								e Act of 1934	response	0.5	
obligatio	ns Section 17						-	1935 or Section	n		
may cont See Instr	unue.			vestment	•	· ·	•				
1(b).	uenon					•					
(Print or Type l	Responses)										
1 Name and A	ddrass of Danartin	a Dorson *	. .					5 Delationship of	Deporting Dar	on(s) to	
Description Variation M				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
e •				ER CO [KR]							
				_	-			(Chec	k all applicable	;)	
(Last)	(First)	(Middle)		f Earliest Tr	ansaction				100	0	
THE KROC	SER CO 1014	VINE	(Month/E 07/15/2	-				Director X Officer (give		Owner er (specify	
THE KROGER CO., 1014 VINE 07/15/ STREET			0//15/2	2015				below) below)			
STREET								Group	Vice Presiden	t	
(Street) 4. If Am				endment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year)			Applicable Line) _X_ Form filed by C)na Panorting Pa	reon	
CINCINNA	TI, OH 45202							Form filed by M			
CINCININA	ATT, OTT 43202							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	on Date, if Transaction(A) or Disposed of (D)					Securities	Form: Direct			
(Instr. 3)		any (Month/	Dav/Vaar)	Code (Instr. 3, 4 and 5) $(Instr. 3)$				<i>.</i>		Beneficial	
		(INIOIIUI/	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(1)		Reported		(,	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	07/15/2015			А	8,688	А	\$0	158,054	D		
Stock	011012010			11	(1)		ψŪ	100,001	2		
Common					2,568	P	\$		D		
Stock	07/15/2015			F	(2)	D	38.33	155,486 <u>(3)</u>	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	Conversion(Month/Day/Year)Execution Dr Exerciseanyvrice of(Month/Day,Derivative		4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 38.33	07/15/2015		А	19,980	(4)	07/15/2025	Common Stock	19,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dougherty Kevin M THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Group Vice P	resident			
Signatures							
/s/ Kevin M. Dougherty, by Sta Attorney-in-Fact	07/17/2015						

**Signature of Reporting Person

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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse 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 award.

Date

- (2) Payment of tax liability associated with restricted stock.
- (3) On July 13, 2015, the common shares of The Kroger Co. split 2-for-1, resulting in the reporting person's ownership of 74,683 additional common shares.
- (4) 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.