KROGER CO Form 4 May 05, 2011

FORM 4

OMB APPROVAL

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 Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

05/04/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * HENDERSON SCOTT M			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			KROGI	ER CO [K	.KJ	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ransaction				
			(Month/D	ay/Year)		Director		Owner	
1014 VINE STREET			05/04/2011			_X_ Officer (gi	ve titleOthe below)	er (specify	
						Vice P	resident & Treasi	ırer	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by	One Reporting Pe	rson	
CINCINNA	TI, OH 45202					Form filed by Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	any		(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)		Owned	(D) or	Ownership	
						Following	Indirect (I)	(Instr. 4)	
					(A)	Reported	(Instr. 4)		
					(11)	T(-)			

Code V Amount

F

(D)

208 (1) D

Price

24.14

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.

SEC 1474

(9-02)

Transaction(s) (Instr. 3 and 4)

24,488.7578

(2)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HENDERSON SCOTT M			Vice				
1014 VINE STREET			President &				
CINCINNATI, OH 45202			Treasurer				

Signatures

/s/ Scott M. Henderson, by Bruce M. Gack, Attorney-in-Fact 05/05/2011

**Signature of Reporting 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 restricted stock.
- (2) 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.

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.

Reporting Owners 2