Edgar Filing: KROGER CO - Form 4

| KROGER C | 0 | | | | | | | | | | |
|--------------------------|---|---|--|-----------------------------|---------------|---|---------------------------------|--|---------------------------|--------------|--|
| Form 4 | | | | | | | | | | | |
| June 27, 201 | 1 | | | | | | | | | | |
| FORM | 14 | | GECU | | | | | | - | PPROVAL | |
| | | DSIAIES | | shington, | | | NGE | COMMISSION | OMB Number: | 3235-0287 | |
| Check th | | | | . 8.) | , | | | | Expires: | January 31, | |
| if no long subject to | F CHAN | F CHANGES IN BENEFICIAL OW | | | | NERSHIP OF | Estimated a | 2005 | | | |
| Section 1 | ection 16. SECURITIES | | | | | | | burden hours per | | | |
| Form 4 o Form 5 | | | C | $(\cdot) \cdot f \cdot f$ | | F . | 1 | | response | 0.5 | |
| obligatio | | • | | | | | | ge Act of 1934, of 1935 or Sectior | h | | |
| may cont | unue. | | | vestment | • | | | | 1 | | |
| See Instruction 1(b). | uction | 50(11) | , or the m | vestment | compun | <i>y</i> 1100 | . 01 17 | | | | |
| | | | | | | | | | | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| 1 Mana and A | ddaaa of Daaraat | : | | | | | | 5 Deletienskin of | D | | |
| 1. Name and A HELDMAN | | 2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | | | | | • | | | | | |
| (Last) | (First) | (Middle) | | f Earliest Ti | - | | | (Check | k all applicable | 2) | |
| (Last) | (1 1131) | (ivildule) | | Day/Year) | lansaction | | | Director | 10% | Owner | |
| THE KROO | GER CO., 1014 | 4 VINE | 06/23/2 | • | | | | X Officer (give | title Othe | er (specify | |
| STREET | | | | | | | | below) Executiv | below) ve Vice Preside | ent | |
| | (Street) | | 4. If Ame | endment, Da | ate Original | | | 6. Individual or Jo | int/Group Filin | g(Check | |
| | | | | Filed(Month/Day/Year) | | | | Applicable Line) | | | |
| | | | | | | | | _X_ Form filed by O Form filed by M | | | |
| CINCINNA | ATI, OH 45202 | 2 | | | | | | Person | | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative S | Securi | ties Ac | quired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction I | Date 2A. Deer | med | 3. | 4. Securit | ies Ac | quired | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) Execution Date, any | | | · · · · · | | | | Securities | - · · · r | Indirect | |
| (Instr. 3) | | Day/Year) | Code(D)ay/Year)(Instr. 8)(Instr. 3, 4 and 5) | | | | Beneficially Owned Following | Form: Direct Be (D) or Ov | Ownership | | |
| | | (| , | () | (| (A) | | Reported | Indirect (I) | (Instr. 4) | |
| | | | | | | or | | Transaction(s) | (Instr. 4) | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 06/23/2011 | | | А | 16,275 (1) | А | \$0 | 323,605.8273 (2) | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KROGER CO - Form 4

| 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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D (Month/Day | 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 | \$ 24.74 | 06/23/2011 | | А | 43,400 | (3) | 06/23/2021 | Common Stock | 43,4 | |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | |
|--|----------|-----------|--------------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| HELDMAN PAUL W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | | | Executive Vice President | | |
| Signatures | | | | | |
| /s/ Paul W. Heldman, by Bruce Attorney-in-Fact | M. Gack | , | 06/24/2011 | | |

**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) 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.
- (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.
- (3) 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.