

KROGER CO

Form 3

January 17, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Tuffin Mark C

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/17/2014

3. Issuer Name **and** Ticker or Trading Symbol  
KROGER CO [KR]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)THE KROGER CO., 1014  
VINE STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Senior Vice President6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

CINCINNATI, OH 45202

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

72,066.8818 <sup>(1)</sup>

D

A

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â (2)	05/04/2016	Common Stock	6,000	\$ 19.94	D	Â
Non-Qualified Stock Option	Â (2)	06/26/2018	Common Stock	6,500	\$ 28.61	D	Â
Non-Qualified Stock Option	Â (2)	06/25/2019	Common Stock	6,500	\$ 22.34	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	6,500	\$ 20.16	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	7,500	\$ 24.74	D	Â
Non-Qualified Stock Option	Â (3)	09/15/2014	Common Stock	10,000	\$ 22.61	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	10,500	\$ 21.96	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	10,500	\$ 37.76	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tuffin Mark C THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ Mark C. Tuffin, by Bruce M. Gack,  
Attorney-in-Fact

01/17/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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.

These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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