

KROGER CO
Form 5
February 24, 2014

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
HELDMAN PAUL W

(Last) (First) (Middle)

THE KROGER CO., 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 183,706.3159 (1) (2) | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 41,842 | I | Trust/Family |

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 2270 (9-02)

Edgar Filing: KROGER CO - Form 5

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option | \$ 19.94 | Â | Â | Â | Â Â | Â (3) 05/04/2016 | Common Stock 25,000 |
| Non-Qualified Stock Option | \$ 28.27 | Â | Â | Â | Â Â | Â (3) 06/28/2017 | Common Stock 25,000 |
| Non-Qualified Stock Option | \$ 28.61 | Â | Â | Â | Â Â | Â (3) 06/26/2018 | Common Stock 25,000 |
| Non-Qualified Stock Option | \$ 22.34 | Â | Â | Â | Â Â | Â (3) 06/25/2019 | Common Stock 25,000 |
| Non-Qualified Stock Option | \$ 20.16 | Â | Â | Â | Â Â | Â (3) 06/24/2020 | Common Stock 30,000 |
| Non-Qualified Stock Option | \$ 24.74 | Â | Â | Â | Â Â | Â (3) 06/23/2021 | Common Stock 43,400 |
| Non-Qualified Stock Option | \$ 21.96 | Â | Â | Â | Â Â | Â (3) 07/12/2022 | Common Stock 49,400 |
| Non-Qualified Stock Option | \$ 37.76 | Â | Â | Â | Â Â | Â (3) 07/15/2023 | Common Stock 49,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELDMAN PAUL W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Paul W. Heldman 02/24/2014

