## Edgar Filing: KROGER CO - Form 4

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, 2007											
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UNITE	D STATES					NGE C	COMMISSION	OMB Number:	3235-0287		
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esponses)											
							Reporting Person(s) to				
PHILLIPS SUSAN M Symbol Issuer						Issuer					
KROGER CO				R]			(Chec)	(Check all applicable)			
(First)	(Middle)	3. Date of Earliest Transaction				(Chee)	k an applicable	()			
(Month			/onth/Day/Year)				X Director		Owner		
			12/13/2007								
ET								0010 (())			
			-				6. Individual or Joint/Group Filing(Check				
							Applicable Line)				
Form file											
II, OH 45202							Person		r8		
(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
2. Transaction D	Date 2A. Deer	ned	3.	4. Securit	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if3.4. Securities Acquired 								Indirect			
	Code (Instr. 3, 4 and 5) $(1 + 1)$				5)	•		Beneficial			
	(Month/1	Jay/Year)	(Instr. 8)						Ownership (Instr. 4)		
					$(\Lambda)$		Reported	(	(		
							Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
12/13/2007			А	2,500 (1)	А	\$ 2,500	24,500	D			
	s box er STAT 5. S. Filed p Section 1 esponses) ddress of Reporti USAN M (First) ROGER CO.,, ET (Street) FI, OH 45202 (State) 2. Transaction I (Month/Day/Ye	, 2007 4 UNITED STATES sbox er STATEMENT OF 5. Filed pursuant to S section 17(a) of the source of Reporting Person * USAN M (First) (Middle) ROGER CO.,, 1014 ET (Street) FI, OH 45202 (State) (Zip) 2. Transaction Date 2A. Deen (Month/Day/Year) 2A. Deen Executio any (Month/I	, 2007 4 UNITED STATES SECUR Vas sbox er STATEMENT OF CHAN 5. Filed pursuant to Section 14 Section 17(a) of the Public Ut 30(h) of the In esponses) ddress of Reporting Person <sup>*</sup> USAN M (First) (Middle) 3. Date of (Month/D ROGER CO.,, 1014 12/13/24 ET (Street) 4. If Ame Filed(Mor FI, OH 45202 (State) (Zip) Tabl 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	A UNITED STATES SECURITIES A Washington, box er STATEMENT OF CHANGES IN I S. STATEMENT OF CHANGES IN I S. SECUR Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hold Section 17(a) of the Public Utility Hold 30(h) of the Investment esponses) ddress of Reporting Person <sup>1</sup> USAN M USAN M USAN M (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) ROGER CO.,, 1014 ET (Street) 4. If Amendment, Da Filed(Month/Day/Year) Code I (Month/Day/Year) 5. State (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) (Instr. 8)	A UNITED STATES SECURITIES AND EXC Washington, D.C. 20 Stox er STATEMENT OF CHANGES IN BENEFT 5. STATEMENT OF CHANGES IN BENEFT 5. STATEMENT OF CHANGES IN BENEFT 5. SECURITIES Filed pursuant to Section 16(a) of the Securit snue. Section 17(a) of the Public Utility Holding Con 30(h) of the Investment Compan esponses) ddress of Reporting Person <sup>1</sup> 2. Issuer Name and Ticker or Symbol KROGER CO [KR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ROGER CO.,, 1014 12/13/2007 ET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) TI, OH 45202 (State) (Zip) Table I - Non-Derivative 3 2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if Transactior(A) or Di any Code (Instr. 3, (Month/Day/Year) (Instr. 3)	A UNITED STATES SECURITIES AND EXCHA Washington, D.C. 20549 box er STATEMENT OF CHANGES IN BENEFICIA S. STATEMENT OF CHANGES IN BENEFICIA S. State of the Public Utility Holding Company inue. Section 17(a) of the Public Utility Holding Company and the Investment Company Action 30(h) of the Investment Company Action (Nonth/Day/Year) Code CO.,, 1014 Code V Amount (D) 12/13/2007 A 2,500 A	A UNITED STATES SECURITIES AND EXCHANGE O Washington, D.C. 20549 shox er STATEMENT OF CHANGES IN BENEFICIAL OWN 5. SECURITIES Filed pursuant to Section 16(a) of the Securities Exchang section 17(a) of the Public Utility Holding Company Act of 194 esponses) ddress of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ROGER CO.,, 1014 12/13/2007 ET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) FI, OH 45202 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) FI, OH 45202 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Instr. 8) (A) (A) (Code V Amount (D) Price (A) (A) (A) (A) (Code V Amount (D) Price (A) (A) (A) (A) (A) (A) (A) (A)	A UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Show Fr 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 1940 esponses) Maress of Reporting Person <sup>±</sup> USAN M Symbol KROGER CO [KR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Code R CO.,, 1014 ET (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Code (Instr. 3, 4 and 5) (Month/Day/Year) Stransaction Date 2. Deemed 3. 4. Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date 2. Deemed 3. 4. Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Street) 2. Transaction Date 2. Deemed 3. 4. Securities Acquired (Month/Day/Year)	A 2007 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION washington, D.C. 20549 Shox ar STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, snue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section symbol USAN M Symbol USAN M Symbol USAN M Symbol Code R CO, 1014 (Street) (Str		

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 on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option	\$ 26.21	12/13/2007		А	5,000	(2)	12/13/2017	Common Stock	5,00

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips				
	Director	10% Owner	Officer	Other			
PHILLIPS SUSAN M C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х						
Signatures							
/s/ Susan M. Phillips, by Bruce Attorney-in-Fact	M. Gack	,	12/17/2007				
**Signature of Reporti			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 lapse as to 50% one year from the date of the award, and as to 50% two years from the date of the award.
- (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.

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.