

KROGER CO  
Form 5  
March 10, 2008

**FORM 5**

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

OMB APPROVAL

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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)

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)  
**02/02/2008**

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)	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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	234,261.1854 (1) (2)	D	Â
Common Stock	Â	Â	Â	Â	320	I	by Children

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

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SEC 2270 (9-02)

**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 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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â (3)	04/16/2008	Common Stock	20,000
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â (4)	05/27/2009	Common Stock	25,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â (5)	02/11/2010	Common Stock	20,000
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (6)	05/09/2012	Common Stock	13,300
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (7)	05/10/2011	Common Stock	12,500
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (8)	05/09/2012	Common Stock	26,600
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â (8)	12/12/2012	Common Stock	80,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â (8)	05/06/2014	Common Stock	40,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â (8)	05/05/2015	Common Stock	40,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â (8)	05/04/2016	Common Stock	25,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â (8)	06/28/2017	Common Stock	25,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (8)	05/10/2011	Common Stock	12,500
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â (8)	02/11/2010	Common Stock	100,000
	\$ 27.1719	Â	Â	Â	Â	Â	Â (8)	05/27/2009		25,000



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