#### Edgar Filing: KROGER CO - Form 4

KROGER ( Form 4 April 03, 20											
FORM	ЛЛ								OMB AP	PROVAL	
	UNITED	STATES					ANGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 obligations may continue. Filed pursuant to 5 Section 17(a) of the			Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES Section 16(a) of the Securities Exchange Act of 1934 Public Utility Holding Company Act of 1935 or Sect of the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5		
<i>See</i> Inst 1(b).	ruction	00(11)	or the r		ii compu			•			
(Print or Type	Responses)										
	Address of Reporting GEOFFREY J	g Person <u>*</u>	Symbol	er Name <b>an</b> ER CO [		r Trad	ing	5. Relationship of R Issuer			
(Last)					Fransaction	L		(Check all applicable)			
				/onth/Day/Year) 4/02/2013				Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
CINCINN	(Street) ATI, OH 45202			endment, I onth/Day/Ye	-	al		6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo Person	e Reporting Per	son	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	e Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3.		ies Ac ed of ( 4 and 5 (A)	quired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)		
Common Stock	04/02/2013			М	40,000	А	\$ 17.31	154,247.3744	D		
Common Stock	04/02/2013			S	40,000	D	\$ 32.744 (1)	114,247.3744	D		
Common Stock	04/02/2013			М	5,000	А	\$ 15.92	119,247.3744	D		
Common Stock	04/02/2013			S	5,000	D	\$ 32.756 (2)	114,247.3744	D		
	04/02/2013			М	40,000	А		154,247.3744	D		

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Common Stock					\$ 16.385		
Common Stock	04/02/2013	S	40,000	D	\$ 32.746 (3)	114,247.3744	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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	\$ 17.31	04/02/2013		М	40,000	(4)	05/06/2014	Common Stock	40,0
Non-Qualified Stock Option	\$ 15.92	04/02/2013		М	5,000	(5)	04/08/2015	Common Stock	5,0
Non-Qualified Stock Option	\$ 16.385	04/02/2013		М	40,000	(4)	05/05/2015	Common Stock	40,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COVERT GEOFFREY J THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				
Signatures							
/s/ Geoffrey J. Covert, by Bruce Attorney-in-Fact	e M. Gacl	k,	04/03/2013				
<u>**</u> Signature of Reporti	ng 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.71 to \$32.78, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
 \$32.755 to \$32.762, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

price within the range set forth above.

within the range set forth above.

the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.73 to \$32.755, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price

- (4) 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(5) 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. 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.