Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 December 09											
								OMB APPROVAL			
	UNITE	O STATES		RITIES A shington			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or			CHANGES IN BENEFICIAL OWNERSHI SECURITIES					NERSHIP OF	Expires: 20 Estimated average burden hours per response		
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type I	(esponses)										
Ellis Meshaal I			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				ing	5. Relationship of Reporting Person(s) to Issuer			
		(Check all applicable)									
(Month 1014 VINE STREET 12/06/ (Street) 4. If An			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2013					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	TI, OH 45202							Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acc	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		ned 1 Date, if	3. Transactic Code (Instr. 8)	4. Securi	ties Ao spose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/06/2013			F	1,638 (1)	D	\$ 40.44	118,797.8184 (2)	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)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Ellis Michael L 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					
Signatures								
/s/ Michael L. Ellis, by Bruce M Attorney-in-Fact		12/09/2013						
<u>**</u> Signature of Reporting	g 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).
- (1) Payment of tax liability associated with restricted stock.
- (2) 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.

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.