## Edgar Filing: KROGER CO - Form 4

**KROGER CO** 

Form 4													
December													
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										IB APPROVAL			
Chaolat	this box		Wa	ashing	ton	, D.C. 2	0549			Numbe			
if no lo subject Section Form 4	nger to <b>STATEN</b> 16.	Estima	ed average hours per										
Form 5 obligati may co	Filed put	(a) of the P	ublic U	Jtility	Hol		mpai	ny Act	nge Act of 1934 t of 1935 or Sect 1940	, .	Je U.		
(Print or Type	e Responses)												
1. Name and DILLON I	2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]						5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (	Middle)	3. Date of	of Earlie	est T	ransaction	1		(Ch	eck all appli	cable)		
THE KROGER CO., 1014 VINE STREET			(Month/Day/Year) 12/10/2013						X_ Director 10% Owner X_ Officer (give title Other (specify below) below) Chairman of the Board and CEO				
CINCINN	(Street) ATI, OH 45202		4. If Am Filed(Mo			ate Origin r)	al		6. Individual or Applicable Line) _X_ Form filed b Form filed by Person	y One Reporti	ing Person		
(City)	(State)	(Zip)	Tał	ole I - N	[on-]	Derivativ	e Secu	rities /	Acquired, Disposed	of, or Bene	ficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	l Pate, if	3. Transa Code (Instr.	nctio 8)	4. Securi nAcquired Disposed (Instr. 3, Amount	ties (A) c l of (D 4 and (A) or	r )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/10/2013			G	V	5,000	D	\$0	802,131.6922 (1)	D			
Common Stock									173,413	Ι	by Trust/Spouse		
Common Stock									133,979	Ι	by Trust/Family		

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

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 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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							
I O	Director	10% Owner	Officer	Other				
DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	X		Chairman of the Board and CEO					
Signatures								
/s/ David B. Dillon, by Bruce M Attorney-in-Fact	I. Gack,		12/11/2013					
<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) 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.