Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4												
FORM	Л								COMMERCION	-	PPROVAL	
	UNITE	DSTATE				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	(er STAT) 6. r	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 20(b) of the Investment Company Act of 1940								Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 1									n		
(Print or Type F	Responses)											
	ddress of Reporti N MARY ELI		2. Issuer Symbol KROGE			Ticker or 7	Гradin	g	5. Relationship of Issuer			
(Last) (First) (Middle) 3. Date of (Month/Da THE KROGER CO., 1014 VINE 11/27/20 STREET (Street) 4. If Amen				Date of Earliest Transaction onth/Day/Year) /27/2013					(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>000000000000000000000000000000000000</u>			
				ndment, Date Original hth/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 M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transa Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) o l 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)		
Common Stock	11/27/2013			G		83	D	\$ 0	29,435.6873 (1)	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)

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1. Title c Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amoun Underly Securiti (Instr. 3	it of ying ies	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	o Title N o	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
VAN OFLEN MARY ELIZABETH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Vice President & Controller						
Signatures									
/s/ Mary Elizabeth Van Oflen, by Bru Attorney-in-Fact	ce M. Ga	ck,	12/11/2013						
<u>**</u> Signature of Reporting	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.