

KROGER CO
Form 4/A
February 19, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGANTHALL FREDERICK J II

(Last) (First) (Middle)
THE KROGER CO., 1014 VINE STREET
(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
07/17/2015

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 07/15/2015 | | A | | 23,609 (1) \$ 0 | 177,659 | D |

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

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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|---------------|-----------|--------------------------------|-------|------------------|-----------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | | | | |
| MORGANTHALL FREDERICK J II THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | | | Executive Vice President | | | | | |

Signatures

/s/ Frederick J. Morganthall II, by Stacey M. Heiser,
Attorney-in-Fact

02/19/2016

**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 original footnote regarding the lapsing of restrictions on this award contained an error. The restrictions will lapse as follows: As to 14,477 shares, the restrictions lapse 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 award, and as to 9,132 shares, the restrictions lapse in equal annual installments in whole amounts over a three-year period, at the rate of 33% per year commencing one year from the date of the award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(1) Shares sold to cover exercise price and taxes in accordance with broker's procedures for sell-to-cover transactions. The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$54.58 to \$54.65, inclusive.

(2) The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

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Twenty-five percent of the stock option award vested on each of the first, second, third, and fourth anniversaries of the grant date, which was March 2, 2004.

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