

PERRY M MARNETTE
Form 3
March 11, 2003

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF 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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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hours per response. . . . 0.5

1. Name and Address of Reporting Person*

Perry, M. Marnette

(Last) (First) (Middle)

1014 Vine Street

(Street)
Cincinnati, OH 45202

(City) (State) (Zip)

2. Date of Event

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Requiring Statement
Month/Day/Year

03/02/2003

3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

4. Issuer ~~name~~ or Trading Symbol

The Kroger Co.
KR

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

Description
Group Vice President

6. If Amendment,
Date of Original
(Month/Day/Year)

7. 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 Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr.4)

3. Ownership Form:

Direct (D)

or

Indirect (I)

(Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Common Stock

53,208.6713 (1)

D

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security
(Instr. 4)
2. Date Exercisable(DE) and
Expiration Date(ED)
(Month/Day/Year)

DE / ED

3. Title and Amount of
Underlying Securities
(Instr. 4)

Title / Amount or Number of Shares

4. Conversion or
Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or
Indirect (I)

(Instr.5) 6. Nature of
Indirect
Beneficial
Ownership

(Instr.5) **Non-Qualified Stock Option**

(2) / 05/18/2004

Common Stock / 16,000

\$5.8450

D

Non-Qualified Stock Option

(2) / 04/19/2005

Common Stock / 16,000

\$6.3750

D

Non-Qualified Stock Option

(2) / 04/17/2006

Common Stock / 16,000

\$10.3750

D

Non-Qualified Stock Option

(3) / 05/14/2007

Common Stock / 6,000

\$13.4375

D

Non-Qualified Performance Stock Option

(4) / 05/14/2007

Common Stock / 6,000

\$13.4375

D

Non-Qualified Stock Option

(3) / 09/10/2007

Common Stock / 16,000

\$14.5938

D

Non-Qualified Stock Option

(3) / 04/15/2008

Common Stock / 18,000

\$22.2344

D

Non-Qualified Performance Stock Option

(4) / 04/15/2008

Common Stock / 18,000

\$22.2344

D

Non-Qualified Stock Option

(3) / 05/26/2009

Common Stock / 18,000

\$27.1719

D

Non-Qualified Performance Stock Option

(5) / 05/26/2009

Common Stock / 18,000

\$27.1719

D

Non-Qualified Stock Option

(3) / 02/10/2010

Common Stock / 10,000

\$16.5938

D

Non-Qualified Performance Stock Option

(6) / 02/10/2010

Common Stock / 10,000

\$16.5938

D

Non-Qualified Stock Option

(3) / 05/09/2011

Common Stock / 10,000

\$24.4300

D

Non-Qualified Performance Stock Option

(7) / 05/09/2011

Common Stock / 10,000

\$24.4300

D

Non-Qualified Stock Option

(3) / 05/09/2012

Common Stock / 20,000

\$22.9950

D

Non-Qualified Performance Stock Option

(8) / 05/09/2012

Common Stock / 10,000

\$22.9950

D

Non-Qualified Stock Option

(3) / 12/12/2012

Common Stock / 60,000

\$14.9250

D

Explanation of Responses:

(1) This amount includes an aggregate of 30,844 shares of restricted stock. The restrictions on 1,250 shares lapse on 12/05/2003. The restrictions on 1,250 shares lapse on 12/07/2004. The restrictions on 10,000 shares lapse on 12/07/2005. The restrictions on 18,344 shares lapse on 12/12/2005.

(2) These options were granted under various option plans of The Kroger Co. and vest in equal annual installments in whole share amounts over a 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.

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(3) These options were granted under various option plans 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 grant.

(4) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 63% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 200% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(5) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 75% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 252% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(6) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved an 81% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 16% appreciation per annum from the date of grant or 280% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(7) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(8) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

By: Date: /s/ 03/11/2003 M. Marnette Perry ** Signature of Reporting Person

SEC 1473 (07-02)

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

* If the form is filed by more than one reporting person, see Instruction 5(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).

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.