KROGER CO Form 4 July 06, 2011

# FORM 4

### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addr HENDERSON		_	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(eneed all applicable)			
THE KROGEF STREET	R CO., 1014	VINE	(Month/Day/Year) 07/05/2011	Director 10% Owner X Officer (give title Other (specification) below)  Vice President & Treasurer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNATI,	OH 45202 (State)	(Zin)		Form filed by More than One Reporting Person			

(State)	(Zip) Tab	le I - Non-l	Derivative Securit	ties Acqu	ired, Disposed of,	or Beneficiall	y Owned
2. Transaction Date	2A. Deemed	3.	4. Securities Acq	uired	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of	of (D)	Securities	Ownership	Indirect
	any	Code	(Instr. 3, 4 and 5)	)	Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
			(4)		Reported	(I)	
					Transaction(s)	(Instr. 4)	
		Code V	Amount (D)	Price	(Instr. 3 and 4)		
07/05/2011		S	- 7 777 - <b>11</b> - 1		24,296.7578 (1)	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securities Acq (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if (Month/Day/Year) (Instr. 8) Exercise Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price 24,296.7578	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) 4 and 5) Beneficially Form:  (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price (D) Price (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
HENDERSON SCOTT M THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Vice President & Treasurer				

## **Signatures**

/s/ Scott M. Henderson, by Bruce M. Gack, 07/06/2011 Attorney-in-Fact

> \*\*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).
- 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.

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