KROGER CO Form 4 June 27, 2013

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 Address of Reporting Person * DONNELLY MICHAEL JOSEPH			Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			KROGI	ER CO [I	KR]	(Chec	k all applicable	e)		
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction					
			(Month/I	Day/Year)		Director	10%	6 Owner		
THE KROGI	ER CO., 1014	VINE	06/25/2	013		_X_ Officer (give below)	e title Oth below) or Vice Presider	` ' '		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson		
CINCINNAT	ΓΙ, OH 45202					Form filed by N Person	More than One Re	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Securities Acq	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Da	ate 2A. Deer	med	3.	4. Securities Acquired	5. Amount of	6.	7. Natur		
Security	(Month/Day/Yea	r) Executio	n Date, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Indirect		

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					. \	Reported	(Instr. 4)	
				(A		Transaction(s)		
			Code V	Amount (I		(Instr. 3 and 4)		
Common	06/25/2013		F	664 ⁽¹⁾ D	\$	64,240.5793	D	
Stock				_	34.51	,		
Common Stock	06/26/2013		F	951 (1) D	\$ 34.48	63,289.5793 (2)	D	

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.

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· r	Director	10% Owner	Officer	Other			
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				

Signatures

/s/ Michael J. Donnelly, by Bruce M. Gack, 06/27/2013 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).
- (1) Payment of tax liability associated with restricted stock.
- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are **(2)** 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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