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KROGER G Form 4 June 25, 20												
FORM	Л 4					~~~			OMB AF	PROVAL		
	•••• UNITED	STATES					ANGE (COMMISSION	OMB Number:	3235-0287		
Check t	his box	ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31,		
if no lo										2005		
subject Section	16.			Estimated average burden hours per response 0.5								
Form 4 Form 5		rsuant to S	ection 1	6(a) of the	ne Securi	ties I	Tychano	e Act of 1934,	response 0			
obligati	ons Section 17						-	f 1935 or Section				
may con See Inst	nunue.			vestment	•	-	•					
1(b).					-							
(Print or Type Responses)												
1. Name and	Address of Reporting	Person [*]	2. Issue	r Name an	d Ticker of	· Trad	ing	5. Relationship of I	Reporting Pers	on(s) to		
Ellis Michael L			2. Issuer Name and Ticker or Trading Symbol					Issuer				
			KROGER CO [KR]					(Check all applicable)				
(Last)	(First) (Middle)	3. Date o	f Earliest T	ransaction			(eneer	un applicable)		
1014 1010			(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify				
1014 VINE STREET			06/23/2014					below) below)				
								Presic	lent and COO			
(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 				
CINCINN	ATI, OH 45202							Form filed by Mo Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acc	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date	e 2A. Deeme	ed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following	Ownership Indirect			
(Instr. 3)		any (Month/Da	y/Year)	(Instr. 3, 4 and 5)			Form: Direct (D)		Beneficial Ownership			
		``	•	(Instr. 8)		(A)		Reported	or Indirect	(Instr. 4)		
						or		Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
				Code V	Amount	(D)	Price	(11541 0 4114 1)	(1115111 1)			
Common	06/23/2014			F	611 <u>(1)</u>	D	\$ 49 4	145,711.6758	D			
Stock	00/20/2011			•	··· _	2	φ 17.1	110,7110700	2			
Common	06/24/2014			F	736 <u>(1)</u>	D	\$	144,975.6758	D			
Stock	00/21/2011			-	150		49.17	(2)	2			

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

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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 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) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Ellis Michael L 1014 VINE STREET CINCINNATI, OH 45202			President and COO					
Signatures								
/s/ Michael L. Ellis, by Bruce M Attorney-in-Fact		06/25/2014						
**Signature of Reporting	g Person		Date					
Evelopetion of Do								

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.
- (2) 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.