KROGER CO Form 5 March 12, 2008

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MARMER LYNN Symbol KROGER CO [KR] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 02/02/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

CINCINNATI, OHÂ 45202

(Street)

(State)

(Zip)

1014 VINE STREET

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

6. Individual or Joint/Group Reporting

below)

Group Vice President

(check applicable line)

(,)	()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or		Securities	Ownership	Indirect		
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned at end of	(D) or	Ownership		
				(A)		Issuer's Fiscal	Indirect (I)	(Instr. 4)		
					(A)		Year	(Instr. 4)		
				Amount	or (D)	Price	(Instr. 3 and 4)			
				Amount	(D)	Price				
Common Stock	Â	Â	Â	Â	Â	Â	22,025.3993 (1) (2)	D	Â	

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

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Table I. Non-Desiration Constitute Assuring Dispersed of an Desertically Constitute

below)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

SEC 2270

(9-02)

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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. Numb of Deriva Securi Acqui (A) or Dispo of (D) (Instr. 4, and	ative ities ired rosed)	Expiration D (Month/Day/	Date Exercisable and spiration Date Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar	
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	(3)	04/16/2008	Common Stock	18,00	
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	(4)	05/27/2009	Common Stock	18,00	
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	(5)	02/11/2010	Common Stock	10,00	
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(6)	05/09/2012	Common Stock	10,00	
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(7)	05/10/2011	Common Stock	10,00	
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	(8)	05/09/2012	Common Stock	20,00	
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	$\hat{\mathbf{A}}$ (8)	12/12/2012	Common Stock	60,00	
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	$\hat{\mathbf{A}}$ (8)	05/06/2014	Common Stock	30,00	
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	$\hat{\mathbf{A}}$ (8)	05/05/2015	Common Stock	30,00	
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	\hat{A} (8)	05/04/2016	Common Stock	15,00	
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	(8)	06/28/2017	Common Stock	15,00	
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	(8)	05/10/2011	Common Stock	10,00	
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	(8)	02/11/2010	Common Stock	50,00	

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Non-Qualified Stock Option

\$ 27.1719 Â

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05/27/2009

Common Stock

18,00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

MARMER LYNN

1014 VINE STREET CINCINNATI, OHÂ 45202 Â

Â

Group Vice President Â

Signatures

/s/ Lynn Marmer

03/07/2008

**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).
- Between February 3, 2007 and February 2, 2008, the reporting person acquired .8059 shares of Kroger common stock 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 by plan trustees.
- (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.
- 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 of 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.
- 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.
- 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.
- 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.
- 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 were granted under a long-term incentive plan 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 the grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 3