Edgar Filing: KROGER CO - Form 4

KROGER CO

KROGER C Form 4									
May 07, 200	1 /							PROVAL	
Check th	UNITEDSTA	STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
if no lon subject to Section 2 Form 4 of Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pursuar ins tinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:January 31, 2005Simular of the SecuritiesSection 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 19400.5							
(Print or Type	Responses)								
1. Name and A HENDERS	Symbol	Issuer			f Reporting Person(s) to				
			KROGER CO [KR]			(Check all applicable)			
(Month/E 1014 VINE STREET 05/05/2 (Street) 4. If Ame						Director 10% Owner X Officer (give title Other (specify below) below) below) Vice President & Treasurer			
			nendment, Date Original onth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
CINCINNA	ATI, OH 45202					_X_ Form filed by O Form filed by M Person			
(City)	(State) (Zip)	Table	I - Non-Der	rivative Sec	curities Acc	uired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any	cution Date, if nth/Day/Year)	Transaction(A	Instr. 3, 4 a (/ c	A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/05/2008			$206 \frac{(1)}{D}$ D	\$	17,365.9388 (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 information contained in this form are not 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)

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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						
	Director	10% Owner	Officer	Other			
HENDERSON SCOTT M 1014 VINE STREET			Vice President &				
CINCINNATI, OH 45202			Treasurer				
Signatures							
/s/ Scott M. Henderson, by Bruce Attorney-in-Fact	05/07/2008						
**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).
- (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.