KROGER CO Form 4 May 11, 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. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

18,008

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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).

Stock

(Print or Type Responses)

1. Name and DILLON	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]					5. Relationship of Reporting Person(s) to Issuer					
(Lost)						(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner			
1014 VINE STREET			(Month/Day/Year) 05/10/2011					_X_ Officer (give title Other (specify below) Chairman of the Board and CEO			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)					Applicable Line)					
CINCINN						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date			3.			quired (A)		6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution I any (Month/Da		Code (Instr. 3, 4 and 5) /Year) (Instr. 8) (A) or			5)	Beneficially Form: Owners		Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(D)	Price				
Stock	05/10/2011			M	70,000	A	\$ 24.43	801,957.2441	D		
Common Stock	05/10/2011			F	69,920	D	\$ 24.475	732,037.2441 (1)	D		
Common Stock								110,318	I	by Spouse	
Common								18 008	ī	by	

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

Trust/Children

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SEC 1474 (9-02)

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. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Performance Stock Option	\$ 24.43	05/10/2011		M	35,000	05/10/2001(2)	05/10/2011	Common Stock
Non-Qualified Stock Option	\$ 24.43	05/10/2011		M	35,000	05/10/2001(3)	05/10/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DILLON DAVID B

1014 VINE STREET X Chairman of the Board and CEO

CINCINNATI, OH 45202

Signatures

David B. Dillon, by Bruce M. Gack, Attorney-in-Fact

05/11/2011

**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) 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 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.

(3)

Reporting Owners 2

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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.

Remarks:

See attached footnotes page.

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.