Edgar Filing: PERRY M MARNETTE - Form 4

PERRY M N	IARNETTE											
Form 4												
June 29, 201	1											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
	CONIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long	ar								Expires:	January 31, 2005		
subject to		EMENT O	F CHANGES IN BENEFICIAL OWN					NERSHIP OF	Estimated average			
Section 16.				SECUR	ITIES				burden hou	n hours per		
Form 4 or Form 5			ч. 1		а ·	· -		A (C1024	response	0.5		
obligation	nc *						•	e Act of 1934,				
may cont	inue. Section 1			vestment	•	· ·	•	1935 or Section	1			
<i>See</i> Instru 1(b).	iction	50(II)	or the m	vestment	Compan	y At		10				
(Print or Type F	Responses)											
1. Name and A PERRY M M	Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	KROGER CO [KR]											
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ansaction			(Check	x an appneable)		
				Month/Day/Year)				Director 10% Owner				
1014 VINE	STREET		06/28/2	011				X Officer (give below) Senior	below) Vice Presiden	er (specify t		
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mor	nth/Day/Year)			Applicable Line)				
CINCINNA	TI, OH 45202							_X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)	Tahl	a I Nan D	anivativa	S	itian A an	wined Disposed of	on Donoficial	ly Owned		
		-						uired, Disposed of		-		
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date,			3. Transactio	4. Securities (A) or Di			5. Amount of Securities	6. Ownership Form: Direct			
(Instr. 3)	(Wonth Day) 10	any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					Beneficially		Beneficial		
			Day/Year)	(Instr. 8)	, , ,			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
C				Code V	Amount	(D)	Price					
Common Stock	06/28/2011			F	641 <u>(1)</u>	D	\$ 24.41	121,719.35 (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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	(Month/Day/Year) ve es 1		Amou Under Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(

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Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting officer tunio (read officer	Director	10% Owner	Officer	Other				
PERRY M MARNETTE 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					
Signatures								
/s/ M. Marnette Perry, by Bruce Attorney-in-Fact	06/29/2011							
<u>**</u> Signature of Reporti	ng 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.