Edgar Filing: KROGER CO - Form 4

KROGER C	O										
Form 4											
March 12, 2	012										
FORM	14								OMB A	PPROVAL	
	• • UNITEI	D STATES		RITIES A shington			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF CH				_					Expires:	January 31,	
				IANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005	
Section 16. SE					SECURITIES					irs per	
	Form 4 or							response	. 0.5		
Form 5 obligatio							-	ge Act of 1934,			
may con	Section 1			•	•	-	•	f 1935 or Section	l		
See Instr		30(h)) of the Ir	nvestment	t Compai	ny Ao	ct of 194	40			
1(b).											
(Print or Type	Responses)										
(I fint of Type	(Caponses)										
1. Name and A	Address of Reportin	g Person *	2 Issue	er Name an	d Ticker o	• Trad	ing	5. Relationship of 1	Reporting Person(s) to		
COVERT GEOFFREY J Symbo				2. Issuer Name and Ticker or Trading ymbol KROGER CO [KR]				Issuer		(-)	
				3. Date of Earliest Transaction				(Check all applicable)			
(Last)	(First)	(Middle)			ransaction			Director	100	Owner	
				Month/Day/Year))3/09/2012				Diffector X Officer (give	title Other (specify below)		
								below)			
								Senior	vice Presider	11	
				Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	ATI, OH 45202							Form filed by M			
CINCINIT	11, 011 45202							Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed of,	or Beneficial	lly Owned	
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year) Execution	n Date, if		on(A) or Di	-		Securities	Ownership	Indirect	
(Instr. 3)		N = = = (N = = = =)	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial		
		(Month/L	Day/Year)	(Instr. 8)				Owned Following Reported	Direct (D) or Indirect	Ownership (Instr. 4)	
						(A)		Transaction(s)	(I)	(
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)		
Common						(-)	¢	101 429 1656			
Common Stock	03/09/2012			F	1,304 (1)	D	\$ 24.32	101,438.1656	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt 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				
COVERT GEOFFREY J THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					
Signatures								
/s/ Geoffrey J. Covert, by Bruce Attorney-in-Fact	e M. Gacl	Χ,	03/12/2012					
**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.