## Edgar Filing: KROGER CO - Form 4

KROGER CO											
Form 4											
July 17, 2014											
FORM	4									PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this l									Expires:	January 31,	
if no longer subject to	siect to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated a	2005 average		
Section 16.		SECURITIES							burden hours per		
Form 4 or									response	•	
Form 5 obligations	-						-	ge Act of 1934,			
may continue.											
See Instruct	ion	30(h)	of the Inv	vestment (	Company	/ Act	of 19	40			
1(b).											
(Print or Type Res	sponses)										
(Thit of Type Rea	sponses)										
1. Name and Add	lress of Reporti	ng Person *	2 Issuer	Name and '	Ticker or T	radin	σ	5. Relationship of	f Reporting Per	son(s) to	
					Issuer	1 0					
			•	R CO [K]	R1						
(Last) (First) (Middle)								(Check all applicable)			
C/O THE KROGER CO.,, 1014			3. Date of Earliest Transaction (Month/Day/Year) 07/15/2014					X Director	10%	b Owner	
								Officer (give titleOther (specify			
VINE STREE			07/13/20	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				below)	below)		
	(Street)		4 If Amer	ndment Dat	e Original			6 Individual or I	oint/Group Fili	ng(Check	
(Succe)				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
			1 neu(mon	ull Duy Tour)				_X_ Form filed by	One Reporting Pe	erson	
CINCINNAT	I, OH 45202							Form filed by M Person	More than One Re	eporting	
	(0)							Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.	4. Securit			5. Amount of	6. Ownership	7. Nature of	
-	(Month/Day/Ye		on Date, if		onAcquired			Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month)	/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wolding	Duy, I cui)	(11301.0)	(1150.5,	i unu	5)	Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common								32,120	D		
Stock								,			

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	07/15/2014	А	3,350	(2)	(2)	Common Stock	3,350	\$ 49

## **Reporting Owners**

Reporting Owner Name / Address	s Relationships							
1	Director	10% Owner	Officer	Other				
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х							
Signatures								
/s/ Ronald S. Sargent, by Bruce Attorney-in-Fact	07/17/2014							
<u>**</u> Signature of Report		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) Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account.

(2) Shares of phantom stock are payable following termination of the reporting person's services as an Independent Director of Kroger.

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.