KROGER CO Form 4 October 03, 2016

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Number: 3235-0287

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**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

(Print or Type Responses)

1(b).

Common

Stock

1. Name and A SARGENT	Address of Reporting F RONALD	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]			5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O THE K VINE STRI	ROGER CO.,, 10	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2016				X Director Officer (giv below)		e) 6 Owner er (specify
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	ATI, OH 45202						Form filed by Person	More than One Re	eporting
(City)	(State)	Zip) Table	e I - Non-De	erivative S	Securit	ies Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or dof (D) 4 and 5	)	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)

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

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(9-02)

D

71,240

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: KROGER CO - Form 4

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. Transacti Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	\$ 0 (1)	09/30/2016		A	868.1866		(2)	(2)	Common Stock	868.1866

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATION 45202	X							

## **Signatures**

/s/ Ronald L. Sargent, by Stacey M. Heiser, Attorney-in-Fact

Date

10/03/2016

\*\*Signature of Reporting Person

# **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 in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash 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.

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