

KROGER CO  
Form 5  
March 03, 2017

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

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

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. Name and Address of Reporting Person \*  
Clark Robert W  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
KROGER CO [KR]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

THE KROGER CO., 1014 VINE STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/28/2017

Director 10% Owner  
 Officer (give title below) Other (specify below)  
Senior Vice President

CINCINNATI, OH 45202  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/27/2016		G	430 D \$ 0	115,528.781 (1)	D	

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

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**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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 14.305	Â	Â	Â	Â Â	Â (2) 06/26/2018	Common Stock 11,000
Non-Qualified Stock Option	\$ 11.17	Â	Â	Â	Â Â	Â (2) 06/25/2019	Common Stock 14,500
Non-Qualified Stock Option	\$ 10.08	Â	Â	Â	Â Â	Â (2) 06/24/2020	Common Stock 14,500
Non-Qualified Stock Option	\$ 10.08	Â	Â	Â	Â Â	Â (2) 06/24/2020	Common Stock 7,000
Non-Qualified Stock Option	\$ 10.94	Â	Â	Â	Â Â	Â (2) 09/16/2020	Common Stock 7,000
Non-Qualified Stock Option	\$ 12.37	Â	Â	Â	Â Â	Â (2) 06/23/2021	Common Stock 14,500
Non-Qualified Stock Option	\$ 12.37	Â	Â	Â	Â Â	Â (2) 06/23/2021	Common Stock 8,000
Non-Qualified Stock Option	\$ 11.76	Â	Â	Â	Â Â	Â (2) 12/08/2021	Common Stock 10,000
Non-Qualified Stock Option	\$ 10.98	Â	Â	Â	Â Â	Â (2) 07/12/2022	Common Stock 16,000
Non-Qualified Stock Option	\$ 15.75	Â	Â	Â	Â Â	Â (3) 03/14/2023	Common Stock 20,000
Non-Qualified Stock Option	\$ 15.75	Â	Â	Â	Â Â	Â (2) 03/14/2023	Common Stock 5,000
Non-Qualified Stock Option	\$ 18.88	Â	Â	Â	Â Â	Â (2) 07/15/2023	Common Stock 30,000
Non-Qualified Stock Option	\$ 24.665	Â	Â	Â	Â Â	Â (2) 07/15/2024	Common Stock 30,000
Non-Qualified Stock Option	\$ 38.33	Â	Â	Â	Â Â	Â (2) 07/15/2025	Common Stock 29,970
Non-Qualified Stock Option	\$ 37.48	Â	Â	Â	Â Â	Â (2) 07/13/2026	Common Stock 57,030

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Robert W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	^	^	^ Senior Vice President	^

## Signatures

/s/ Robert W. Clark, by Stacey M. Heiser,  
Attorney-in-Fact

03/03/2017

\_\_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) Between September 30, 2016 and December 31, 2016, the reporting person acquired 118.8295 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees. 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.
  - (2) 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.
  - (3) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

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