KROGER CO
Form 4/A
April 01, 2003
SEC Form 4

FORM 4 **[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**	**UNITED STATES SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549 **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** 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	OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

1. Name and Address of Reporting Person* **Donnelly, Michael J.** (Last) (First) (Middle) **1014 Vine Street** (Street) **Cincinnati, OH 45202** (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol **The Kroger Co. KR** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Day/Year) **03/31/2003** 5. If Amendment, Date of Original (Month/Day/Year) **03/31/2003**	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner X Officer (give title below) _ Other (specify below) Description **Senior Vice President** 7. Individual or Joint/Group Filing (Check Applicable Line) X 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 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)
			Code	V	Amount	A/D	Price			
Common Stock	03/31/2003		J		25,000 (1)	D	$	64,863.1733	D	
Common Stock	03/31/2003		F		113 (2)	D	$	64,750.1733	D	

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	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Ownership Form of	11. Na Inc Be Ov

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	Deri-vative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	(Instr.8)	Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Date (ED) (Month/Day/Year)		(Instr. 3 and 4)		(Instr.5)	Owned Following Reported Transaction(s) (Instr.4)	Deri-ative Securities: Direct (D) or Indirect (I) (Instr.4)	(Ir
					Code	V	A	D	DE	ED	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Shares of restricted stock awarded January 23, 2003 renounced by the reporting person and returned to the issuer.

(2) Payment of tax liability associated with restricted stock.

- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

By:

/s/ Michael J. Donnelly, by Bruce M. Gack, Attorney-in-Fact

** Signature of Reporting Person

Date:

04/01/2003

SEC 1474 (9-02)

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

* 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).
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.