Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 June 27, 201										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
	UNITED		CURITIES A Washington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	o STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: January 3 20 Estimated average burden hours per response		
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940										
(Print or Type	Responses)									
Ellis Michael L Symbol			Issuer Name and nbol COGER CO [K		[.] Tradi	ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		_	-			(Check	all applicable)	
1014 VINE	onth/Day/Year) 25/2014	2014				Director 10% Owner X Officer (give title Other (specify below) below) President and COO				
			f Amendment, Da d(Month/Day/Year	-	ıl		 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 			
CINCINNA	ATI, OH 45202						Form filed by Mo Person			
(City)	(State)	(Zip)	Table I - Non-D	Derivative	Secu	rities Acc	quired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	(Instr. 3,	spose	d of (D)	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)	
Common Stock	06/25/2014		F	982 <u>(1)</u>	D	\$ 49.22	143,993.6758 (2)	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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int 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						
1	Director	10% Owner	Officer	Other			
Ellis Michael L 1014 VINE STREET CINCINNATI, OH 45202			President and COO				
Signatures							
/s/ Michael L. Ellis, by Bruce M Attorney-in-Fact	A. Gack,		06/27/2014				
**Signature of Reportin	g 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.