Edgar Filing: KROGER CO - Form 4

KROGER CO

| Form 4 | - | | | | | | | | | | |
|--|--|-----------------------|--|--|--|-------------------|---|--|--|--------------|--|
| June 27, 2014 | | | | | | | OMB APPROVAL | | | | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | COMMISSION | OMB Number: | 3235-0287 | |
| Section 16. Form 4 or Form 5 Filed pursuant to S | | | Section 1 | CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange ublic Utility Holding Company Act of 1 | | | | | Expires: January 3 200 Estimated average burden hours per response 0 | | |
| may cont <i>See</i> Instru 1(b). | inue. | |) of the In | • | • | · · | | | 11 | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| Foley Todd A Symbol | | | suer Name and Ticker or Trading ol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | KROGI | ER CO [K | [R] | | | (Check all applicable) | | | |
| (Month/D 1014 VINE STREET 06/25/20 (Street) 4. If Amer | | | (Month/E | Date of Earliest Transaction onth/Day/Year) /25/2014 | | | | Director 10% Owner X Officer (give title Other (specify below) below) Vice President and Treasurer | | | |
| | | | endment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CINCINNA | TI, OH 45202 | , | | | | | | | fore than One Re | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | Derivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execution any | | 3. Transactio Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, Amount | ties Ad sposed | cquired 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 | |
| Common Stock | 06/25/2014 | | | F | 116 <u>(1)</u> | D | \$ 49.22 | 12,777 | 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | ınt 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 | | | | | | | |
|--|---------------|-----------|-----------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Foley Todd A 1014 VINE STREET CINCINNATI, OH 45202 | | | Vice President an Treasurer | ıd | | | | |
| Signatures | | | | | | | | |
| /s/ Todd A. Foley, by Bruce M. C Attorney-in-Fact | 06/27/2014 | | | | | | | |
| **Signature of Reporting Pe | erson | | 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.

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.