KROGER CO Form 4 July 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

may continue.

See Instruction

Check this box

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(b). (Print or Type Responses)

(Last)

(City)

Stock

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SHACKOULS BOBBY S

(Middle)

(Zin)

KROGER CO [KR]

(Check all applicable)

C/O THE KROGER CO.,, 1014 VINE STREET

(First)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 07/15/2014

_X__ Director 10% Owner Officer (give title Other (specify below)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CINCINNATI, OH 45202

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	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			Code V	Amount (D) Price	2,750	D		
Common Stock					18,435	I	by GRAT	
Common					18,435	I	by	

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

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SEC 1474 (9-02)

GRAT/Spouse

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number.

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 Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	securities Expiration (Month/I			Underlying S	Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 (1)	07/15/2014	A	3,350	(2)	(2)	Common Stock	3,350	\$ 49

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHACKOULS BOBBY S C/O THE KROGER CO., 1014 VINE STREET	X					
CINCINNATI, OH 45202						

Signatures

/s/ Bobby S. Shackouls, by Bruce M. Gack,
Attorney-in-Fact

07/17/2014

**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) Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable 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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