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KROGER CO

KROGER C Form 4	0										
March 16, 20									OMB A	PPROVAL	
FORM	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check th if no long	ger STATI	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
subject to Section 1 Form 4 c	16.	SECURITIES						Estimated a burden hou	rs per		
Form 4 or Form 5 obligations may continue.responseresponseSee Instruction 1(b).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									0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Foley Todd A			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
1014 VINE STREET			(Month/Day/Year) 03/12/2015					Director 10% Owner X Officer (give title Other (specify below) below) Vice President and Treasurer			
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CINCINNATI, OH 45202 — Form filed by More than One Reporting Person								porting			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
-				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/12/2015			А	384	А	\$0	15,765	D		
Common Stock	03/12/2015			F	127 <u>(1)</u>	D	\$ 76.29	15,638	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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 ar Treasurer	ıd				
Signatures								
/s/ Todd A. Foley, by Stacey M. Attorney-in-Fact	03/16/2015							
** Signature of Reporting	Person		Date					
Explanation of Rec	noncoc							

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 share award.

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.