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KROGER C	0										
Form 4	_										
July 17, 201											
FORM	14 UNITED) STATES	SECH	DITIES A	ND FY(THAT	NCF C	OMMISSION		PROVAL	
	UNITEL	SIAIL			, D.C. 20		NGE C		OMB Number:	3235-0287	
Check th	is box		, va	Simgton	, D.C. 20.	/ /				January 31,	
if no long		MENT O	F CHAN	IGES IN	BENEFI	CIA	L OWN	NERSHIP OF	Expires:	2005	
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI								Estimated average			
Form 4 c									burden hours per response 0		
Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligatio may cont		7(a) of the	Public U	tility Hol	ding Com	ipany	Act of	1935 or Section	1		
See Instr		30(h)	of the Ir	vestment	Compan	y Act	t of 194	0			
1(b).											
(Print or Type]	Kesponses)										
1 Name and A	Address of Reportin	g Person *	2 Icene	r Nama and	Tieker or	Tradin		5. Relationship of	Reporting Pers	on(s) to	
1. Name and Address of Reporting Person *2. IssuTuffin Mark CSymbol				er Name and Ticker or Trading				Issuer			
L. L				ER CO [ŀ	(R1						
(Lost)	(First)	(Middle)						(Check	c all applicable)	
(Last)	(First)	(Middle)		f Earliest Ti Day/Year)	ransaction			Director	10%	Owner	
THE KROO	GER CO., 1014	VINE	07/15/2	-				Officer (give		er (specify	
STREET			0111312	.015				below)	below) Vice Presiden	4	
	(Street)				ate Original			6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson	
CINCINNA	ATI, OH 45202							Form filed by M			
								Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security			on Date, if Transaction(A) or Disposed of (D)					Securities	Ownership	Indirect	
(Instr. 3)		any (Month/I	Dou/Voor)	Code (Instr. 3, 4 and 5)				Beneficially Owned	Form: Direct Ben		
		(WOIIII/I	Day/Year)	(Instr. 8)				Following	(D) or Indirect (I)	Ownership (Instr. 4)	
						(A)		Reported	(Instr. 4)	· · ·	
						or		Transaction(s)			
				Code V		(D)	Price	(Instr. 3 and 4)			
Common	07/15/2015			А	12,242	А	\$0	145,190	D		
Stock					(1)		ΨŪ	,			
Common	07/15/2015			F	4,106	D	\$	141 084 (3)	D		
Stock	07/15/2015			F	(2)	D	38.33	141,084 (3)	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if TransactionDeriva Code Securit		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 38.33	07/15/2015		А	33,777	(4)	07/15/2025	Common Stock	33,7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tuffin Mark C THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				
Signatures							
/s/ Mark C. Tuffin, by Stacey M Attorney-in-Fact		07/17/2015					
**Signature of Reportin		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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the award.
- (2) Payment of tax liability associated with restricted stock.
- (3) On July 13, 2015, the common shares of The Kroger Co. split 2-for-1, resulting in the reporting person's ownership of 66,474 additional common shares.
- (4) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.

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.