KROGER CO Form 4 April 07, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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

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SECURITIES 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VAN OFLEN MARY ELIZABETH			2. Issuer Symbol	r Name and	l Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
				ER CO [k	_	(Chec	k all applicable)	
(Last)	(First) (Middle)	3. Date of	f Earliest T	ransaction				
THE KROO STREET	GER CO., 1014 V	INE	(Month/D 04/06/2	• ′		DirectorX Officer (give below) Vice Pre		`	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
CINCINNA	ATI, OH 45202		Filed(Mor	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature	
Security	(Month/Day/Year)	Execution	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
		(Month/	Dav/Year)	(Instr. 8)		Owned	(D) or	Ownership	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/06/2016		M	12,000	A	\$ 9.97	82,665.3977	D	
Common Stock	04/06/2016		S	6,000	D	\$ 38.5	76,665.3977	D	
Common Stock	04/06/2016		S	6,000	D	\$ 39	70,665.3977 (1) (2)	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 9.97	04/06/2016		M	12,000	(3)	05/04/2016	Common Stock	12,0

Reporting Owners

Reporting Owner Name / Address Relationships

3 Transaction Date 3A Deemed

Director 10% Owner Officer Other

VAN OFLEN MARY ELIZABETH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Vice President & Controller

Signatures

1 Title of

/s/ Mary Elizabeth Van Oflen, by Stacey M. Heiser, Attorney-in-Fact

04/07/2016

5 Number of 6 Date Evercicable and

7 Title and Amour

**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) Between December 31, 2015 and March 31, 2016, the reporting person acquired 63.1314 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees.
- (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.
- (3) 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.

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