## Edgar Filing: KROGER CO - Form 4

KROGER CO	0										
Form 4											
July 13, 2016	5										
FORM	4		C CECUD						r	PPROVAL	
	- UNIT	ED STATE		hington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check thi				8 /					Expires:	January 31,	
if no long subject to		TEMENT O	<b>F</b> CHAN	IANGES IN BENEFICIAL OWNI				<b>NERSHIP OF</b>	·	timated average	
Section 16. SECURITIES							burden hou				
Form 4 or									response		
Form 5 obligatior		<b>^</b>						ge Act of 1934,			
may conti				•	•	• •		of 1935 or Sectio	n		
See Instru	iction	30(n	) of the Inv	vestment	Company	Act	OI 19	40			
1(b).											
(Print or Type R	Responses)										
	ddress of Repor	ting Person <sup>*</sup>	2. Issuer	2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to				
Aufreiter No	Symbol	Symbol				Issuer					
			KROGE	R CO [K	R]			(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction			(Chec	ck an application	()		
			(Month/D	(Month/Day/Year)				_X_ Director		6 Owner	
THE KROGER CO., 1014 VINE			07/13/20	07/13/2016			Officer (give title Other (specify below) below)				
STREET											
			4. If Amer	4. If Amendment, Date Original			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
			Filed(Mon	Filed(Month/Day/Year)							
CINCINNA	TI, OH 45202	n						Form filed by N			
CINCINNA	11, 011 4520	2						Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Y		ion Date, if		onAcquired			Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/			CodeDisposed of (D)uy/Year)(Instr. 8)(Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(1101111		(1110111-0)	(111541-0),	. und	.,	Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
Comment				Code V	Amount	(D)	Price	( (( ) ) ) )			
Common Stock								3,156	D		
STOCK											

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)

## Edgar Filing: KROGER CO - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	07/13/2016	А	4,413	(2)	(2)	Common Stock	4,413	\$ 37

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Aufreiter Nora A THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Х			
Signatures				
/s/ Nora A. Aufreiter, by Stace Attorney-in-Fact	07/13/2016			
<u>**</u> Signature of Repor		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.
- Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The (2) Kroger Co.

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.