

KROGER CO
Form 5
February 19, 2014

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF 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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Clark Robert W

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
KROGER CO [KR]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
02/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Group Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	39,663.0837 (1) (2)	D	Â

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

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SEC 2270
(9-02)

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

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/04/2016	Common Stock	6,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/28/2017	Common Stock	7,200
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/26/2018	Common Stock	5,500
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/25/2019	Common Stock	7,250
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/24/2020	Common Stock	7,250
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/24/2020	Common Stock	3,500
Non-Qualified Stock Option	\$ 21.88	Â	Â	Â	Â	Â	Â <u>(3)</u>	09/16/2020	Common Stock	3,500
Non-Qualified Stock Option	\$ 24.74	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/23/2021	Common Stock	7,250
Non-Qualified Stock Option	\$ 24.74	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/23/2021	Common Stock	4,000
Non-Qualified Stock Option	\$ 23.52	Â	Â	Â	Â	Â	Â <u>(3)</u>	12/08/2021	Common Stock	5,000
Non-Qualified Stock Option	\$ 21.96	Â	Â	Â	Â	Â	Â <u>(3)</u>	07/12/2022	Common Stock	8,000
Non-Qualified Stock Option	\$ 31.5	Â	Â	Â	Â	Â	Â <u>(3)</u>	03/14/2023	Common Stock	10,000
Non-Qualified Stock Option	\$ 31.5	Â	Â	Â	Â	Â	Â <u>(3)</u>	03/14/2023	Common Stock	2,500
Non-Qualified Stock Option	\$ 37.76	Â	Â	Â	Â	Â	Â <u>(3)</u>	07/15/2023	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Robert W 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Group Vice President	Â

Signatures

/s/ Robert W. Clark 02/19/2014

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).
- Between February 2, 2013 and February 1, 2014, the reporting person acquired 278.8432 shares of Kroger common stock in the
- (1) 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 by 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.

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