## Edgar Filing: KROGER CO - Form 4

KROGER CO											
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January 05, 2013	5										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Section 16.				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per	
Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 1	7(a) of the		lity Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	0.5	
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD			2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>12/31/2014</li></ul>			Officer (give title Other (specify below) below)					
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CINCINNATI,	OH 45202							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
	Transaction E Aonth/Day/Yea	ar) Executio any		3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	ies (A) o of (D)	r )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock								32,120	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)

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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. Transactio Code (Instr. 8)	<ul> <li>5. Number of</li> <li>5. Number of</li> <li>5. Securities</li> <li>6. Acquired (A) or</li> <li>6. Disposed of (D)</li> <li>(Instr. 3, 4, and</li> <li>5. (Disposed of (A))</li> </ul>		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	12/31/2014		А	496.5374		(2)	(2)	Common Stock	496.5374

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х							
Signatures								

/s/ Ronald L. Sargent, by Stacey M. Heiser, Attorney-in-Fact

\*\*Signature of Reporting Person

01/05/2015 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 in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of Kroger.

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.