

KROGER CO
Form 5
February 15, 2011

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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Kaufman Calvin J

(Last) (First) (Middle)

THE KROGER CO., 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)
01/29/2011

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 below) ____ Other (specify 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 (D) Amount 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	1/29/2011	1/29/2011	1	1 37,438.1814	(1) (2)	D	1

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.**

SEC 2270
(9-02)

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

Edgar Filing: KROGER CO - Form 5

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	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/10/2011	Common Stock	1,700
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/09/2012	Common Stock	1,700
Non-Qualified Stock Option	\$ 15.26	Â	Â	Â	Â	Â	Â <u>(3)</u>	09/19/2012	Common Stock	3,300
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â <u>(3)</u>	12/12/2012	Common Stock	1,700
Non-Qualified Stock Option	\$ 16.225	Â	Â	Â	Â	Â	Â <u>(3)</u>	01/23/2013	Common Stock	2,300
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/06/2014	Common Stock	4,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/05/2015	Common Stock	5,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/04/2016	Common Stock	2,500
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/28/2017	Common Stock	3,500
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/26/2018	Common Stock	15,000
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/25/2019	Common Stock	15,000
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	Â <u>(3)</u>	06/24/2020	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Â	Â	Â	Â Group Vice President	Â

Kaufman Calvin J
THE KROGER CO.
1014 VINE STREET
CINCINNATI, OH 45202

Signatures

/s/ Calvin J.
Kaufman

02/11/2011

__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 January 30, 2010 and January 29, 2011, the reporting person acquired 18.9712 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.