KROGER CO
Form 5
February 22, 2011

FORM 5

OMB APPROVAL

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

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

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

1. Name and Address of Reporting Person *
MARMER LYNN

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI,Â OHÂ 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)			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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	47,834.1986 (1) (2)	D	Â

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)

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 Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Non-Qualified Performance Stock Option	$ 24.43	Â	Â	Â	Â	Â	Â (3)	05/10/2011	Common Stock	10,00
Non-Qualified Stock Option	$ 24.43	Â	Â	Â	Â	Â	Â (4)	05/10/2011	Common Stock	10,00
Non-Qualified Performance Stock Option	$ 22.995	Â	Â	Â	Â	Â	Â (5)	05/09/2012	Common Stock	10,00
Non-Qualified Stock Option	$ 22.995	Â	Â	Â	Â	Â	Â (4)	05/09/2012	Common Stock	20,00
Non-Qualified Stock Option	$ 17.31	Â	Â	Â	Â	Â	Â (4)	05/06/2014	Common Stock	30,00
Non-Qualified Stock Option	$ 16.385	Â	Â	Â	Â	Â	Â (4)	05/05/2015	Common Stock	30,00
Non-Qualified Stock Option	$ 19.94	Â	Â	Â	Â	Â	Â (4)	05/04/2016	Common Stock	15,00
Non-Qualified Stock Option	$ 28.27	Â	Â	Â	Â	Â	Â (4)	06/28/2017	Common Stock	15,00
Non-Qualified Stock Option	$ 28.61	Â	Â	Â	Â	Â	Â (4)	06/26/2018	Common Stock	15,00
Non-Qualified Stock Option	$ 22.34	Â	Â	Â	Â	Â	Â (4)	06/25/2019	Common Stock	15,00
Non-Qualified Stock Option	$ 20.16	Â	Â	Â	Â	Â	Â (4)	06/24/2020	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARMER LYNN 1014 VINE STREET	Â	Â	Â Group Vice President	Â

CINCINNATI,Â OHÂ 45202

Signatures

/s/ Lynn Marmer 02/22/2011

**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).

(1) Between January 30, 2010 and January 29, 2011, the reporting person acquired 1.4696 shares of Kroger common stock 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 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 will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(4) 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.

(5) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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