KROGER CO Form 4 October 25, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

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OMB APPROVAL

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * DILLON DAVID B			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Cheek an applicable)			
THE KROGER CO., 1014 VINE STREET		VINE	(Month/Day/Year) 10/24/2012	_X_ Director 10% OwnerX_ Officer (give title Other (specifically) below) Chairman of the Board and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
CINCINNATI, OH 45202				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed 3. 4. Securi			4. Securit	ies Ac	quired	5. Amount of 6.		7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Ownership	Indirect Beneficial			
(Instr. 3)		any	Code	Code (D)		Beneficially	Form:	Ownership			
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)		Owned	Direct (D)	(Instr. 4)		
								Following	or Indirect		
						(4)		Reported	(I)		
					(A) or		Transaction(s)	(Instr. 4)			
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/24/2012		G	V	57,061	D	\$0	692,458.0268 (1)	D		
Common Stock	10/24/2012		G	V	51,061	A	\$0	138,679	I	by Spouse	

18,008

173,413

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

by

Trust/Children

Trust/Spouse

Ι

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

X

Director 10% Owner Officer Other

DILLON DAVID B THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Chairman of the Board and CEO

Signatures

/s/ David B. 10/25/2012 Dillon

**Signature of Date
Reporting Person

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) 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.

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