

KROGER CO  
Form 3  
December 10, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Ellis Michael L                         |         | (Month/Day/Year)                     | KROGER CO [KR]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 12/06/2012                           |  |  |
| 1014 VINE STREET                          |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CINCINNATI,Â OHÂ 45202                    |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | Senior Vice President  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 103,456.8184 <sup>(1)</sup>                           | D  | Â   |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of  |  |  |   |

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|                            |       |            |              | Shares |           | (I)<br>(Instr. 5) |   |
|----------------------------|-------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option | Â (2) | 05/06/2014 | Common Stock | 12,000 | \$ 17.31  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 05/05/2015 | Common Stock | 30,000 | \$ 16.385 | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 05/04/2016 | Common Stock | 15,000 | \$ 19.94  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 06/28/2017 | Common Stock | 20,000 | \$ 28.27  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 06/26/2018 | Common Stock | 20,000 | \$ 28.61  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 06/25/2019 | Common Stock | 20,000 | \$ 22.34  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 06/24/2020 | Common Stock | 20,000 | \$ 20.16  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 06/23/2021 | Common Stock | 22,000 | \$ 24.74  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 07/12/2022 | Common Stock | 22,000 | \$ 21.96  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Ellis Michael L<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Michael L. Ellis, by Bruce M. Gack,  
Attorney-in-Fact

12/10/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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.

(2) 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 is insufficient, See Instruction 6 for procedure.

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