KROGER CO Form 4 October 15, 2013

FORM 4

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 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **COVERT GEOFFREY J**

(Middle)

THE KROGER CO., 1014 VINE **STREET**

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year) 10/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CINCINNATI, OH 45202

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of, o	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. Transactio Code (Instr. 8)	4. Securities Acquired (A) ctiomr Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/11/2013		M	15,000	A	\$ 19.94	100,427.3744	D	
Common Stock	10/11/2013		M	17,500	A	\$ 28.27	117,927.3744	D	
Common Stock	10/11/2013		M	20,000	A	\$ 28.61	137,927.3744	D	
Common Stock	10/11/2013		M	4,000	A	\$ 23.94	141,927.3744	D	
Common Stock	10/11/2013		M	12,000	A	\$ 22.34	153,927.3744	D	
	10/11/2013		M	12,000	A	\$ 20.16	165,927.3744	D	

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Common Stock							
Common Stock	10/11/2013	M	10,144	A	\$ 24.74	176,071.3744	D
Common Stock	10/11/2013	M	5,072	A	\$ 21.96	181,143.3744	D
Common Stock	10/11/2013	S	15,000	D	\$ 41.506 (1)	166,143.3744	D
Common Stock	10/11/2013	M	17,500	D	\$ 41.525 (2)	148,643.3744	D
Common Stock	10/11/2013	S	20,000	D	\$ 41.602 (3)	128,643.3744	D
Common Stock	10/11/2013	S	4,000	D	\$ 40.808 (4)	124,643.3744	D
Common Stock	10/11/2013	S	12,000	D	\$ 41.188 (5)	112,643.3744	D
Common Stock	10/11/2013	S	12,000	D	\$ 41.172 (6)	100,643.3744	D
Common Stock	10/11/2013	S	10,144	D	\$ 41.102 (7)	90,499.3744	D
Common Stock	10/11/2013	S	5,072	D	\$ 40.867 (8)	85,427.3744 (9)	D

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 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. Number of	6. Date Exercisable and	Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		

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(Instr. 3, 4, and 5)

		and 3)							
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
\$ 19.94	10/11/2013	M			15,000	(10)	05/04/2016	Common Stock	15,0
\$ 28.27	10/11/2013	M			17,500	(10)	06/28/2017	Common Stock	17,5
\$ 28.61	10/11/2013	M			20,000	(10)	06/26/2018	Common Stock	20,0
\$ 22.34	10/11/2013	M			12,000	(10)	06/25/2019	Common Stock	12,0
\$ 20.16	10/11/2013	M			12,000	(10)	06/24/2020	Common Stock	12,0
\$ 23.94	10/11/2013	M			4,000	(10)	03/10/2021	Common Stock	4,0
\$ 24.74	10/11/2013	M			10,144	(10)	06/23/2021	Common Stock	10,1
\$ 21.96	10/11/2013	M			5,072	(10)	07/12/2022	Common Stock	5,0
	\$ 28.27 \$ 28.61 \$ 22.34 \$ 20.16 \$ 23.94 \$ 24.74	\$ 28.27	\$ 19.94 10/11/2013 M \$ 28.27 10/11/2013 M \$ 28.61 10/11/2013 M \$ 22.34 10/11/2013 M \$ 20.16 10/11/2013 M \$ 23.94 10/11/2013 M \$ 24.74 10/11/2013 M	\$ 19.94 10/11/2013 M \$ 28.27 10/11/2013 M \$ 28.61 10/11/2013 M \$ 22.34 10/11/2013 M \$ 20.16 10/11/2013 M \$ 23.94 10/11/2013 M \$ 24.74 10/11/2013 M	\$ 19.94 10/11/2013 M \$ 28.27 10/11/2013 M \$ 28.61 10/11/2013 M \$ 22.34 10/11/2013 M \$ 20.16 10/11/2013 M \$ 23.94 10/11/2013 M \$ 24.74 10/11/2013 M	\$ 19.94 10/11/2013 M 15,000 \$ 28.27 10/11/2013 M 17,500 \$ 28.61 10/11/2013 M 20,000 \$ 22.34 10/11/2013 M 12,000 \$ 20.16 10/11/2013 M 12,000 \$ 23.94 10/11/2013 M 4,000 \$ 24.74 10/11/2013 M 10,144	Code V (A) (D) Date Exercisable \$ 19.94 10/11/2013 M 15,000 (10) \$ 28.27 10/11/2013 M 17,500 (10) \$ 28.61 10/11/2013 M 20,000 (10) \$ 22.34 10/11/2013 M 12,000 (10) \$ 20.16 10/11/2013 M 12,000 (10) \$ 23.94 10/11/2013 M 4,000 (10) \$ 24.74 10/11/2013 M 10,144 (10)	Code V (A) (D) Date Exercisable Expiration Date \$ 19.94 10/11/2013 M 15,000 (10) 05/04/2016 \$ 28.27 10/11/2013 M 17,500 (10) 06/28/2017 \$ 28.61 10/11/2013 M 20,000 (10) 06/26/2018 \$ 22.34 10/11/2013 M 12,000 (10) 06/25/2019 \$ 20.16 10/11/2013 M 12,000 (10) 06/24/2020 \$ 23.94 10/11/2013 M 4,000 (10) 03/10/2021 \$ 24.74 10/11/2013 M 10,144 (10) 06/23/2021	Code V (A) (D) Date Exercisable Expiration Date Title Date \$ 19.94 10/11/2013 M 15,000 (10) 05/04/2016 Common Stock \$ 28.27 10/11/2013 M 17,500 (10) 06/28/2017 Common Stock \$ 28.61 10/11/2013 M 20,000 (10) 06/26/2018 Common Stock \$ 22.34 10/11/2013 M 12,000 (10) 06/25/2019 Common Stock \$ 20.16 10/11/2013 M 12,000 (10) 06/24/2020 Common Stock \$ 23.94 10/11/2013 M 4,000 (10) 03/10/2021 Common Stock \$ 24.74 10/11/2013 M 10,144 (10) 06/23/2021 Common Stock \$ 21.96 10/11/2013 M 5.072 (10) 07/12/2022 Common Stock

Reporting Owners

Reporting Owner Name / Address		Relationships	
	 1000		

Director 10% Owner Officer Other

COVERT GEOFFREY J THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202

Senior Vice President

Signatures

/s/ Geoffrey J. Covert, by Paul W. Heldman, Attorney-in-Fact

10/15/2013

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.42 to \$41.56, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2)

Reporting Owners 3

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.42 to \$41.61, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.57 to \$41.64, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.79 to \$40.83, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.05 to \$41.27, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.47, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.84 to \$41.26, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.77 to \$40.94, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (9) 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.
- (10) 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. 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.