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| KROGER O Form 4 October 15, | | | | | | | | | | | |
|---|---|---|---------------------|--------------------------|--------------------|--------------------|------------------|---|--|---|--|
| FORM | ЛЛ | | | | | | | | OMB AP | PROVAL | |
| | UNITED | STATES S | | | | | NGE C | OMMISSION | OMB Number: | 3235-0287 | |
| Check t if no lor subject Section Form 4 | nger STATEN 16. | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires: January 2 Estimated average burden hours per response | | |
| Form 5 obligati may con <i>See</i> Inst 1(b). | ons Section 17(nuction | (a) of the Pu | blic Uti | ility Ho | | npan | y Act of | Act of 1934, 1935 or Section) | | 0.5 | |
| (Print or Type | Responses) | | | | | | | | | | |
| | Address of Reporting GEOFFREY J | S | ymbol | | d Ticker of | [.] Tradi | | 5. Relationship of R Issuer | eporting Perso | on(s) to | |
| | | | KROGER CO [KR] | | | | | (Check all applicable) | | | |
| . , | GER CO., 1014 V | (1 | Month/Da 0/11/20 | ay/Year) | runsuotion | | | Director X Officer (give ti below) Senior V | | Owner (specify | |
| | (Street) | 4 | . If Amen | ndment, D | ate Origina | ıl | | 6. Individual or Joir | nt/Group Filing | g(Check | |
| CINCINN | ATI, OH 45202 | F | iled(Mont | h/Day/Yea | ar) | | | Applicable Line) _X_ Form filed by On Form filed by Mo Person | | | |
| (City) | (State) | (Zip) | Table | I - Non- | Derivative | Secu | rities Acqu | uired, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/ | 3 ate, if T C | 3. Fransactic Code | | es Aco ed of (| quired (A) D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: | 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 | | | М | 15,000 | А | \$ 19.94 | 100,427.3744 | D | | |
| Common Stock | 10/11/2013 | | | М | 17,500 | А | \$ 28.27 | 117,927.3744 | D | | |
| Common Stock | 10/11/2013 | | | М | 20,000 | А | \$ 28.61 | 137,927.3744 | D | | |
| Common Stock | 10/11/2013 | | | М | 4,000 | А | \$ 23.94 | 141,927.3744 | D | | |
| Common Stock | 10/11/2013 | | | М | 12,000 | А | \$ 22.34 | 153,927.3744 | D | | |
| | 10/11/2013 | | | М | 12,000 | А | \$ 20.16 | 165,927.3744 | D | | |

| 10/11/2013 | М | 10,144 | А | \$ 24.74 | 176,071.3744 | D |
|------------|--|--|--|---|--|---|
| 10/11/2013 | М | 5,072 | А | \$ 21.96 | 181,143.3744 | D |
| 10/11/2013 | S | 15,000 | D | \$ 41.506 (1) | 166,143.3744 | D |
| 10/11/2013 | М | 17,500 | D | \$ 41.525 (2) | 148,643.3744 | D |
| 10/11/2013 | S | 20,000 | D | \$ 41.602 (3) | 128,643.3744 | D |
| 10/11/2013 | S | 4,000 | D | \$ 40.808 (4) | 124,643.3744 | D |
| 10/11/2013 | S | 12,000 | D | \$ 41.188 (5) | 112,643.3744 | D |
| 10/11/2013 | S | 12,000 | D | \$ 41.172 (6) | 100,643.3744 | D |
| 10/11/2013 | S | 10,144 | D | \$ 41.102 (7) | 90,499.3744 | D |
| 10/11/2013 | S | 5,072 | D | \$ 40.867 (8) | 85,427.3744 (<u>9)</u> | D |
| | 10/11/2013 10/11/2013 10/11/2013 10/11/2013 10/11/2013 10/11/2013 | 10/11/2013 M 10/11/2013 S 10/11/2013 S | 10/11/2013M5,07210/11/2013S15,00010/11/2013M17,50010/11/2013S20,00010/11/2013S4,00010/11/2013S12,00010/11/2013S12,00010/11/2013S10,144 | 10/11/2013 M 5,072 A 10/11/2013 S 15,000 D 10/11/2013 M 17,500 D 10/11/2013 S 20,000 D 10/11/2013 S 4,000 D 10/11/2013 S 12,000 D 10/11/2013 S 12,000 D 10/11/2013 S 12,000 D 10/11/2013 S 10,144 D | 10/11/2013M $5,072$ A $$ 21.96$ $10/11/2013$ S $15,000$ D $$ 41.506$ (1) $10/11/2013$ M $17,500$ D $$ 41.525$ (2) $10/11/2013$ S $20,000$ D $$ 41.602$ (3) $10/11/2013$ S $4,000$ D $$ 40.808$ (4) $10/11/2013$ S $12,000$ D $$ 41.188$ (5) $10/11/2013$ S $12,000$ D $$ 41.172$ (6) $10/11/2013$ S $10,144$ D $$ 41.102$ (7) $10/11/2013$ S $5,072$ D $$ 40.867$ | $10/11/2013$ M $5,072$ A $\$ 21.96$ $181,143.3744$ $10/11/2013$ S $15,000$ D $\frac{\$}{41.506}$ $166,143.3744$ $10/11/2013$ M $17,500$ D $\frac{\$}{41.525}$ $148,643.3744$ $10/11/2013$ S $20,000$ D $\frac{\$}{41.602}$ $128,643.3744$ $10/11/2013$ S $4,000$ D $\frac{\$}{40.808}$ $124,643.3744$ $10/11/2013$ S $12,000$ D $\frac{\$}{41.1188}$ $112,643.3744$ $10/11/2013$ S $12,000$ D $\frac{\$}{41.1172}$ $100,643.3744$ $10/11/2013$ S $10,1144$ D $\frac{\$}{41.102}$ $90,499.3744$ $10/11/2013$ S $5,072$ D $\frac{\$}{40.867}$ $\frac{\$5,427.3744}{60}$ |

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.

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 | 7. 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) | | | | |
|-------------------------------|----------|------------|--------|----------------------|---------------------|--------------------|-----------------|---------------------------|
| | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Non-Qualified Stock Option | \$ 19.94 | 10/11/2013 | М | 15,000 | (10) | 05/04/2016 | Common Stock | 15,0 |
| Non-Qualified Stock Option | \$ 28.27 | 10/11/2013 | М | 17,500 | (10) | 06/28/2017 | Common Stock | 17,5 |
| Non-Qualified Stock Option | \$ 28.61 | 10/11/2013 | М | 20,000 | (10) | 06/26/2018 | Common Stock | 20,0 |
| Non-Qualified Stock Option | \$ 22.34 | 10/11/2013 | М | 12,000 | (10) | 06/25/2019 | Common Stock | 12,(|
| Non-Qualified Stock Option | \$ 20.16 | 10/11/2013 | М | 12,000 | (10) | 06/24/2020 | Common Stock | 12,0 |
| Non-Qualified Stock Option | \$ 23.94 | 10/11/2013 | М | 4,000 | (10) | 03/10/2021 | Common Stock | 4,0 |
| Non-Qualified Stock Option | \$ 24.74 | 10/11/2013 | М | 10,144 | (10) | 06/23/2021 | Common Stock | 10,1 |
| Non-Qualified Stock Option | \$ 21.96 | 10/11/2013 | М | 5,072 | (10) | 07/12/2022 | Common Stock | 5,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|------------------------------------|---------------|-----------|-----------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| COVERT GEOFFREY J | | | | | | | |
| THE KROGER CO. 1014 VINE STREET | | | Senior Vice President | | | | |
| CINCINNATI, OH 45202 | | | | | | | |
| Signatures | | | | | | | |
| | | | | | | | |

/s/ Geoffrey J. Covert, by Paul W. Heldman, Attorney-in-Fact <u>**</u>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).

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

(1) set 1.42 to set 1.50, inclusive. The reporting person undertakes to provide to The Kröger Co., any security holder of The Kröger Co., of 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)

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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.

(3) 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.

(4) 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.

(5) 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.

(7) 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

- (8) 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.