KROGER CO Form 4 March 17, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	1. Name and DILLON I		ddress of Reporting Person * AVID B			nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	(Last) (First) (Middle)				Transaction						
THE KROGER CO., 1014 VINE STREET			VINE	(Month/ 03/13/	'Day/Year) 2014		X Director 10% OwnerX Officer (give title Other (specify below)  Chairman of the Board				
		(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
CINCINNATI, OH 45202 (City) (State) (Zip)				Filed(Month/Day/Year)  Table I - Non-Derivative Securities Ac			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  cquired, Disposed of, or Beneficially Owned				
	Security	(Month/Day/Year)	Execution 1	Date, if		on(A) or Disposed of (D)	Securities	Ownership	Indirect		
	(Instr. 3)		any (Month/Day	(57.	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)	
Common Stock	03/13/2014		A	49,630	A	\$ 0	853,926.9373	D	
Common Stock	03/13/2014		F	19,371 (1)	D	\$ 43.49	834,555.9373 (2)	D	
Common Stock							173,413	I	by Trust/Spouse
Common Stock							133,979	I	by Trust/Family

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

#### Edgar Filing: KROGER CO - Form 4

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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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Ι	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
S	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(	Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities	;		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date		Title Number			
							Exercisable					
					~	,,, ,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

X

Chairman of the Board

### **Signatures**

/s/ David B. Dillon, by Bruce M. Gack, Attorney-in-Fact

03/17/2014

\*\*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) Payment of tax liability associated with share award.
- 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.

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.

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