

KROGER CO  
Form 5  
February 23, 2015

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

|   |         |          |  |   |
|---|---------|----------|--|---|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol                  | 5. Relationship of Reporting Person(s) to Issuer  |
| Clark Robert W                            |         |          | KROGER CO [KR]   |   |
| (Last)                                    | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | (Check all applicable)  |
|   |         |          | 01/31/2015   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 1014 VINE STREET                          |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)         | Group Vice President  |
|   |         | (Street) |  | 6. Individual or Joint/Group Reporting (check applicable line)  |
| CINCINNATI, OH 45202                      |         |          |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | Â                                    | Â  | Â                              | Â (A) or (D) Price  | 51,428.5182<br>(1) (2)   | D  | Â                                 |

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

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Non-Qualified Stock Option                 | \$ 28.27   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/28/2017      | Common Stock  | 7,200                      |
| Non-Qualified Stock Option                 | \$ 28.61   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/26/2018      | Common Stock  | 5,500                      |
| Non-Qualified Stock Option                 | \$ 22.34   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/25/2019      | Common Stock  | 7,250                      |
| Non-Qualified Stock Option                 | \$ 20.16   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/24/2020      | Common Stock  | 7,250                      |
| Non-Qualified Stock Option                 | \$ 20.16   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/24/2020      | Common Stock  | 3,500                      |
| Non-Qualified Stock Option                 | \$ 21.88   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 09/16/2020      | Common Stock  | 3,500                      |
| Non-Qualified Stock Option                 | \$ 24.74   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/23/2021      | Common Stock  | 7,250                      |
| Non-Qualified Stock Option                 | \$ 24.74   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 06/23/2021      | Common Stock  | 4,000                      |
| Non-Qualified Stock Option                 | \$ 23.52   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 12/08/2021      | Common Stock  | 5,000                      |
| Non-Qualified Stock Option                 | \$ 21.96   | Â                                    | Â  | Â                              | Â   | Â   | Â (4)  | 07/12/2022      | Common Stock  | 8,000                      |
| Non-Qualified Stock Option                 | \$ 31.5  | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 03/14/2023      | Common Stock  | 10,000                     |
| Non-Qualified Stock Option                 | \$ 31.5  | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 03/14/2023      | Common Stock  | 2,500                      |
| Non-Qualified Stock Option                 | \$ 37.76   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 07/15/2023      | Common Stock  | 15,000                     |
| Non-Qualified Stock Option                 | \$ 49.33   | Â                                    | Â  | Â                              | Â   | Â   | Â (3)  | 07/15/2024      | Common Stock  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Clark Robert W<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | Â             | Â         | Â Group Vice President | Â     |

## Signatures

/s/ Robert W. Clark 02/23/2015

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).
- Between February 2, 2014 and January 31, 2015, the reporting person acquired 249,434 shares of Kroger common stock 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 by plan trustees.
- (1) 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 by plan trustees.
  - (2) 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.
  - (3) 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.
  - (4) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.