

KROGER CO
Form 3
July 06, 2011

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 and Ticker or Trading Symbol	
Â DONNELLY MICHAEL JOSEPH		(Month/Day/Year) 07/01/2011	KROGER CO [KR]	
(Last)	(First)	(Middle)		
THE KROGER CO.,Â 1014 VINE STREET			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
CINCINNATI,Â OHÂ 45202			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	70,939.5106 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Performance Stock Option	Â (2)	05/09/2012	Common Stock	10,000	\$ 22.995	D	Â
Non-Qualified Stock Option	Â (3)	05/09/2012	Common Stock	20,000	\$ 22.995	D	Â
Non-Qualified Stock Option	Â (3)	12/12/2012	Common Stock	80,000	\$ 14.925	D	Â
Non-Qualified Stock Option	Â (3)	05/06/2014	Common Stock	30,000	\$ 17.31	D	Â
Non-Qualified Stock Option	Â (3)	05/05/2015	Common Stock	30,000	\$ 16.385	D	Â
Non-Qualified Stock Option	Â (3)	05/04/2016	Common Stock	18,000	\$ 19.94	D	Â
Non-Qualified Stock Option	Â (3)	06/28/2017	Common Stock	20,000	\$ 28.27	D	Â
Non-Qualified Stock Option	Â (3)	06/26/2018	Common Stock	20,000	\$ 28.61	D	Â
Non-Qualified Stock Option	Â (3)	06/25/2019	Common Stock	20,000	\$ 22.34	D	Â
Non-Qualified Stock Option	Â (3)	06/24/2020	Common Stock	20,000	\$ 20.16	D	Â
Non-Qualified Stock Option	Â (3)	06/23/2021	Common Stock	25,360	\$ 24.74	D	Â
Non-Qualified Stock Option	Â (3)	06/23/2021	Common Stock	10,000	\$ 24.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Michael J. Donnelly, by Bruce M. Gack,
Attorney-in-Fact

07/06/2011

**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.

These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (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.
- (3)

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.