

Wheatley Christine S
 Form 4
 July 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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. Name and Address of Reporting Person *
 Wheatley Christine S

(Last) (First) (Middle)
 THE KROGER CO., 1014 VINE STREET
 (Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year)
 07/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/13/2017		A	15,707 (1) A \$ 0	70,492	D	
Common Stock	07/13/2017		A	32,723 (2) A \$ 0	103,215	D	
Common Stock	07/13/2017		M	2,000 A \$ 12.5	105,215	D	
Common Stock	07/13/2017		F	1,503 (3) D \$ 22.92	103,712	D	
Common Stock	07/13/2017		F	845 (4) D \$ 22.92	102,867	D	

Edgar Filing: Wheatley Christine S - Form 4

Common Stock 07/14/2017 F 4,057⁽⁴⁾ D \$ 23.01 98,810 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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option	\$ 12.5	07/13/2017		M	2,000	<u>(5)</u> 03/13/2018	Common Stock
Non-Qualified Stock Option	\$ 22.92	07/13/2017		A	45,638	<u>(6)</u> 07/13/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheatley Christine S THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President	

Signatures

/s/ Christine S. Wheatley, by Stacey M. Heiser, Attorney-in-Fact 07/17/2017
 **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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse 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 award.
- (2) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 25% one year from the date of the award, 25% two years from the date of the award, and 50% three years from the date of the award.

Edgar Filing: Wheatley Christine S - Form 4

- (3) Payment of exercise price and tax liability associated with the exercise of stock options.
- (4) Payment of tax liability associated with restricted stock.

These options were granted under an option plan of The Kroger Co. and vested 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.

- (6) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments 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.