

KROGER CO
Form 4
July 09, 2008

FORM 4

**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).

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 *
SCHLOTMAN J MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1014 VINE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/08/2008

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

CINCINNATI, OH 45202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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	07/08/2008		M		50,000 A \$ 16.5938	140,885.8028	D
Common Stock	07/08/2008		S		4,765 D \$ 29.885	136,120.8028	D
Common Stock	07/08/2008		S		100 D \$ 29.89	136,020.8028	D
Common Stock	07/08/2008		S		3,100 D \$ 29.895	132,920.8028	D
Common Stock	07/08/2008		S		350 D \$ 29.835	132,570.8028	D

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Common Stock	07/08/2008	S	100	D	\$ 29.846	132,470.8028	D
Common Stock	07/08/2008	S	5,300	D	\$ 29.815	127,170.8028	D
Common Stock	07/08/2008	S	1,600	D	\$ 29.82	125,570.8028	D
Common Stock	07/08/2008	S	1,400	D	\$ 29.805	124,170.8028	D
Common Stock	07/08/2008	S	2,535	D	\$ 29.795	121,635.8028	D
Common Stock	07/08/2008	S	770	D	\$ 29.8	120,865.8028	D
Common Stock	07/08/2008	S	1,400	D	\$ 29.81	119,465.8028	D
Common Stock	07/08/2008	S	600	D	\$ 29.83	118,865.8028	D
Common Stock	07/08/2008	S	200	D	\$ 29.89	118,665.8028	D
Common Stock	07/08/2008	S	800	D	\$ 29.88	117,865.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.9	117,765.8028	D
Common Stock	07/08/2008	S	300	D	\$ 29.91	117,465.8028	D
Common Stock	07/08/2008	S	200	D	\$ 29.905	117,265.8028	D
Common Stock	07/08/2008	S	900	D	\$ 29.915	116,365.8028	D
Common Stock	07/08/2008	S	665	D	\$ 29.875	115,700.8028	D
Common Stock	07/08/2008	S	700	D	\$ 29.865	115,000.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.849	114,900.8028	D
Common Stock	07/08/2008	S	500	D	\$ 29.7601	114,400.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.8175	114,300.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.819	114,200.8028	D
	07/08/2008	S	100	D	\$ 29.809	114,100.8028	D

Common Stock							
Common Stock	07/08/2008	S	1,800	D	\$ 29.78	112,300.8028	D
Common Stock	07/08/2008	S	900	D	\$ 29.825	111,400.8028	D
Common Stock	07/08/2008	S	100	D	\$ 29.829	111,300.8028	D
Common Stock	07/08/2008	S	3,400	D	\$ 29.7801	107,900.8028	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.

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option	\$ 16.5938	07/08/2008		M	50,000	<u>(1)</u> 02/11/2010	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTMAN J MICHAEL 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President	

Signatures

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

07/09/2008

**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) 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.

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