Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 April 13, 20	09										
FORM									OMB AF	PROVAL	
FUNI	4 UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer				IGES IN BENEFICIAL OWNER SECURITIES				NERSHIP OF	Expires: Estimated a burden hour response		
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the H	Public U		ling Con	npany	y Act of	e Act of 1934, f 1935 or Section 40		0.0	
(Print or Type	Responses)										
Kaufman Calvin J Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)		e of Earliest Transaction				(Check all applicable)			
	GER CO., 1014 V		(Month/E 04/09/2	Day/Year)	ansaction			Director X Officer (give below) Group		Owner er (specify t	
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
CINCINNA	ATI, OH 45202							_X_ Form filed by C Form filed by M Person	Iore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/09/2009			Code V F	Amount 228 <u>(1)</u>	or (D)	Price \$ 20.53	Transaction(s) (Instr. 3 and 4) 27,335.1703 (2)	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.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships							
Director	10% Owner	Officer Group Vice President	Other				
		Group Vice President					
e M. Gac	k,	04/13/2009					
ing Person		Date					
	e M. Gac	Director 10% Owner	Director 10% Owner Officer Group Vice President e M. Gack, 04/13/2009				

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 restricted stock.
- (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.

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.