Edgar Filing: SARGENT RONALD - Form 4

SARGENT RO	NALD								
Form 4 January 04, 201	0								
FORM Check this b if no longer	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number: Expires:	PPROVAL 3235-0287 January 31, 2005
subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	Filed pu e. Section 17	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 Resp	ponses)								
1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD			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) C/O THE KROGER CO.,, 1014 VINE STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2009				X_ Director 10% Owner Officer (give title Other (specify below) below)		
				lf Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI	, OH 45202							More than One Ro	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned
	2. Transaction Da Month/Day/Yea	r) Execution any	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)
Common Stock				Coue v	Amount	(D) Price	13,500	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)

Reporting Owners

a currently valid OMB number.

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- compensation account.
- Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred (1)
- Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of (2) Kroger.

- 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

Attorney-in-Fact **Signature of Reporting Person

/s/ Ronald L. Sargent, by Bruce M. Gack,

Director

12/31/2009

C/O THE KROGER CO.,

SARGENT RONALD

1014 VINE STREET CINCINNATI, OH 45202

Signatures

Reporting Owner Name / Address

1. Title of

Derivative

Security

(Instr. 3)

Phantom

Stock

2

Conversion

or Exercise

Derivative

(1)

Reporting Owners

Price of

Security

10% Owner

Relationships

Jay/ I cal)	Execution Date, if	Tansactio
	any	Code
	(Month/Day/Year)	(Instr. 8)

(Month/Day/Year) Execution Date, if

Code V

A

Officer

Other

01/04/2010

Date

TransactionDerivative

5)

Securities

Acquired (A) or

Disposed of (D)

(Instr. 3, 4, and

(A)

390.0121

6. Date Exercisable and

Expiration

(2)

Date

Expiration Date

Date

(D)

Exercisable

(2)

(Month/Day/Year)

7. Title and Amount of

Underlying Securities

Amount or

Number of

390.0121

Shares

(Instr. 3 and 4)

Title

Common

Stock