Edgar Filing: KROGER CO - Form 4

KROGER CO Form 4 May 11, 2011 FORM Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruct 1(b).	Filed pt ue. Section 17	MENT O ursuant to 7(a) of the	Wa F CHAN Section 1 Public U	shington IGES IN SECUH 6(a) of th tility Hol	, D.C. 20 BENEF RITIES ne Securit	549 [CIA ies E ipany	L OW xchange Act of	OMMISSION NERSHIP OF e Act of 1934, 1935 or Section 0	OMB Number: Expires: Estimated av burden hour response	•	
MARMER LYNN Symb				. Issuer Name and Ticker or Trading mbol ROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. D (Mo				3. Date of Earliest Transaction Month/Day/Year) 05/10/2011				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) <u>below</u>) Group Vice President			
				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)				~		Person			
1.Title of 2	(State) . Transaction Da Month/Day/Year	te 2A. Deer Execution any	ned	3.	4. Securit or(A) or Dis (Instr. 3, 4	ies Ac sposed	quired l of (D)	uired, Disposed of, 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	
Common 0 Stock 0	5/10/2011			M	20,000	(D) A	\$ 24.43	67,353.1986	D		
Common 0 Stock 0	5/10/2011			S	20,000 (1)	D	\$ 24.58	47,353.1986 (2)	D		

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

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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. Transactic Code (Instr. 8)	 5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Performance Stock Option	\$ 24.43	05/10/2011		М	1	10,000	05/10/2001 <u>(3)</u>	05/10/2011	Common Stock
Non-Qualified Stock Option	\$ 24.43	05/10/2011		М	1	10,000	05/10/2001(4)	05/10/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MARMER LYNN 1014 VINE STREET CINCINNATI, OH 45202			Group Vice President				
Signatures							
Lynn Marmer, by Bruce M. Ga Attorney-in-Fact	ck,		05/11/2011				
<u>**</u> Signature of Reporting Pe	rson		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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 21, 2011.
- (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.

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 78%

- (3) appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after
- grant, if not sooner vested.
- (4) 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.

Remarks:

See attached footnotes page.

Reporting Owners

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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.