## Edgar Filing: KROGER CO - Form 4

KROGER C	CO											
Form 4												
June 29, 201	11											
FORM			GECU			CIL			OMB A	PPROVAL		
	UNITED	STATES		shington			ANGE (	COMMISSION	OMB Number:	3235-0287		
Check th if no lon	ger								Expires:	January 31,		
subject t	Solution	MENT O	F CHAN	ANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005 Iverage		
Section 16. SECURITIES					RITIES				burden hou			
Form 4 Form 5			a				- 1		response	0.5		
obligatio	-						-	ge Act of 1934,				
may con	itinue.	· /		vestmen	U	-	•	f 1935 or Section	1			
<i>See</i> Instr 1(b).	ruction	50(II)	of the fi	ivestillen	t Compa			+0				
1(0).												
(Print or Type	Responses)											
	Address of Reporting		2. Issue	er Name <b>an</b>	d Ticker of	r Trad	ing	5. Relationship of Reporting Person(s) to				
SCHLOTM	IAN J MICHAEI	L	Symbol					Issuer				
			KROG	ER CO []	KR]			(Check all applicable)				
(Last)	(First)	(Middle)	3. Date c	f Earliest T	ransaction							
				Month/Day/Year)				Director	10% Owner			
				/28/2011				XOfficer (give titleOther (specify below) below)				
STREET								Senior	Vice Presider	nt		
	(Street)		4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
Filed(				iled(Month/Day/Year)				Applicable Line)				
CDICDDI								_X_ Form filed by O Form filed by M	1 0			
CINCINNA	ATI, OH 45202							Person		·r ·····8		
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Secu	rities Ac	quired, Disposed of,	or Beneficial	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securi		-	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)		n Date, if		on(A) or Di	•		Securities	Ownership	Indirect		
(Instr. 3)		any (Month/E	Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)				5)	Beneficially Owned Following	Form: Direct (D)	Beneficial Ownership		
		(		(		(A)		Reported	or Indirect	(Instr. 4)		
						or		Transaction(s)	(I) (In star 4)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)	(Instr. 4)			
Common	06/28/2011			F	673 <u>(1)</u>	D	\$	122,759.6063	D			
Stock							24.41	(2)				

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

## **Reporting Owners**

Reporting Owner Name / Address		]	elationships			
	Director	10% Owner	Officer	Other		
SCHLOTMAN J MICHAEL THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice Presiden	t		
Signatures						
/s/ J. Michael Schlotman, by B Attorney-in-Fact	ruce M. C	łack,	06/29/2	011		
**Signature of Repo	orting 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) 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.