### Edgar Filing: KROGER CO - Form 4

**KROGER** CO

Form 4	011											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									-	OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5						
Form 5 obligations may contin <i>See</i> Instruct 1(b).	Section	17(a) of the		lity Holdi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectic 40				
(Print or Type Re	esponses)											
1. Name and Address of Reporting Person <u>*</u> LAMACCHIA JOHN T			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer						
			KROGER CO [KR]					(Check all applicable)				
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2011			X Director	Director 10% Owner Officer (give title Other (specify below)					
				If Amendment, Date Original led(Month/Day/Year)			<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>					
CINCINNAT	TI, OH 45202	2						Form filed by I Person				
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		)	Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)				
Common Stock								66,350	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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5)	Expiration (Month/Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	09/30/2011		А	924.7449	(2)	(2)	Common Stock	924.7449	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAMACCHIA JOHN T C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х						
Signatures							

/s/ John T. LaMacchia, by Bruce M. Gack, Attorney-in-Fact

10/03/2011 Date

### \*\*Signature of Reporting Person

# **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) Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of 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 a currently valid OMB number.