

KROGER CO
Form 5
March 04, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
Kaufman Calvin J

(Last) (First) (Middle)

THE KROGER CO., 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	58,484.2927 (1) (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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	05/06/2004	Â (3)	Common Stock	4,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	05/05/2005	Â (3)	Common Stock	5,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	05/04/2006	Â (3)	Common Stock	2,500
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	06/28/2007	Â (3)	Common Stock	3,500
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	06/26/2008	Â (3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	06/25/2009	Â (3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	06/24/2010	Â (3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 24.74	Â	Â	Â	Â	06/23/2011	Â (3)	Common Stock	20,360
Non-Qualified Stock Option	\$ 21.96	Â	Â	Â	Â	07/12/2012	Â (3)	Common Stock	20,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaufman Calvin J THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Group Vice President	Â

Signatures

/s/ Calvin J. Kaufman 03/02/2013

