

KROGER CO
Form 4
March 30, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON CARVER L

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KROGER CO [KR]

3. Date of Earliest Transaction
(Month/Day/Year)

03/29/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/29/2007		M		48,000	A	\$ 14.925	58,935	D
Common Stock	03/29/2007		M		10,000	A	\$ 15.5625	68,935	D
Common Stock	03/29/2007		M		6,000	A	\$ 16.385	74,935	D
Common Stock	03/29/2007		M		50,000	A	\$ 16.5938	124,935	D
Common Stock	03/29/2007		M		12,000	A	\$ 17.31	136,935	D

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Common Stock	03/29/2007	M	16,000	A	\$ 22.995	152,935	D
Common Stock	03/29/2007	M	10,000	A	\$ 24.43	162,935	D
Common Stock	03/29/2007	S	133,400	D	\$ 28.32 (1)	29,535	D

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

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(9-02)

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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 22.995	03/29/2007		M	16,000	(2) 05/09/2012	Common Stock 16,000
Non-Qualified Stock Option	\$ 14.925	03/29/2007		M	48,000	(2) 12/12/2012	Common Stock 48,000
Non-Qualified Stock Option	\$ 17.31	03/29/2007		M	12,000	(2) 05/06/2014	Common Stock 12,000
Non-Qualified Stock Option	\$ 16.385	03/29/2007		M	6,000	(2) 05/05/2015	Common Stock 6,000
Non-Qualified Stock Option	\$ 24.43	03/29/2007		M	10,000	(2) 05/10/2011	Common Stock 10,000
Non-Qualified Stock Option	\$ 15.5625	03/29/2007		M	10,000	(2) 12/09/2009	Common Stock 10,000
Non-Qualified Stock Option	\$ 16.5938	03/29/2007		M	50,000	(2) 02/11/2010	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

JOHNSON CARVER L
1014 VINE STREET
CINCINNATI, OH 45202

Group Vice President

Signatures

/s/ Carver L. Johnson, by Bruce M. Gack,
Attorney-in-Fact

03/30/2007

__Signature of Reporting 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) Represents the weighted average of shares sold at prices varying from \$28.00 to \$28.395 per share. Shares were sold at the market in connection with one market order placed by the reporting person.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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