SARGENT RONALD Form 4/A July 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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(b). (Print or Type Responses)

1. Name and Address of Reporting Person * SARGENT RONALD			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)			
(Zust)	(1 1131)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(Month/Da		msaction			_X_ Director	10%	6 Owner
C/O THE K	ROGER CO.,, 1 EET	014	09/30/20	-				Officer (giv	e title Oth	er (specify
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year) 10/13/2009				Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
CINCINNA	ATI, OH 45202							Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecurit	ies Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D))	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)
Common Stock								10,250	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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Phantom Stock	\$ 0 (1)	09/30/2009		A	1,131.2806		(2)	(2)	Common Stock	1,131.28

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	X						

Signatures

/s/ Ronald L. Sargent, by Bruce M. Gack, Attorney-in-Fact

07/08/2011

**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) 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.

Remarks:

Due to an inadvertent accounting error made by the Company, the amount of phantom shares acquired by the Reporting Perso 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.

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