

KROGER CO
Form 3
March 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Clark Robert W		(Month/Day/Year)	KROGER CO [KR]	
(Last)	(First)	(Middle)	03/14/2013	
1014 VINE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CINCINNATI, OH 45202			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Group Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,537.2405 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option	Â (2)	05/06/2014	Common Stock	9,000	\$ 17.31	D	Â
Non-Qualified Stock Option	Â (2)	05/04/2016	Common Stock	6,000	\$ 19.94	D	Â
Non-Qualified Stock Option	Â (2)	06/28/2017	Common Stock	7,200	\$ 28.27	D	Â
Non-Qualified Stock Option	Â (2)	06/26/2018	Common Stock	5,500	\$ 28.61	D	Â
Non-Qualified Stock Option	Â (2)	06/25/2019	Common Stock	7,250	\$ 22.34	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	7,250	\$ 20.16	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	3,500	\$ 20.16	D	Â
Non-Qualified Stock Option	Â (2)	09/16/2020	Common Stock	3,500	\$ 21.88	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	7,250	\$ 24.74	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	4,000	\$ 24.74	D	Â
Non-Qualified Stock Option	Â (2)	12/08/2021	Common Stock	5,000	\$ 23.52	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	8,000	\$ 21.96	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Robert W 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Group Vice President	Â

Signatures

/s/ Robert W. Clark 03/18/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (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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